

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 28, 2011

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction  
of incorporation)

1-32381

(Commission  
File Number)

98-0377871

(I.R.S. Employer  
Identification No.)

P.O. Box 309GT, Ugland House, South Church Street,  
Grand Cayman, Cayman Islands

(Address of principal executive offices)

KY1-1106

(Zip Code)

Registrant's telephone number, including area code:

c/o (213) 745-0500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the annual general meeting of shareholders (the "AGM") of Herbalife Ltd. (the "Company") held on April 28, 2011, the shareholders approved an amendment (the "Amendment") to the Company's Amended and Restated 2005 Stock Incentive Plan (the "Plan") to increase the authorized number of Common Shares issuable thereunder by 3,200,000 and to and to revise the share counting formula under the Plan to provide that, from and after the AGM, each Common Share issued under a full value award will be counted as 2.6 Common Shares. A description of the material terms of the Plan and the Amendment was included in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 17, 2011 (the "Proxy Statement").

The above description of the Amendment is not intended to be complete and is qualified in its entirety by the specific language in the Amendment, a copy of which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the AGM, the following items were voted upon:

(1) Election of Directors

Nominee	For	Withheld
Michael O. Johnson	48,228,461	1,227,556
John Tartol	48,710,103	745,914
Carole Black	49,272,752	183,265
Michael Levitt	49,114,721	341,296

There were 13,591,580 broker non-votes in the election of directors.

(2) Approve an amendment to the Plan to increase the authorized number of Common Shares issuable thereunder by 3,200,000 and to and to revise the share counting formula under the Plan to provide that, from and after the AGM, each Common Share issued under a full value award will be counted as 2.6 Common Shares.

For	Against	Abstain
32,700,905	16,747,394	7,718

There were 3,397,895 broker non-votes on the proposal.

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(3) Effect a two-for-one stock split of the Company's Common Shares

For	Against	Abstain
52,366,493	471,232	16,187

There were no broker non-votes on the proposal.

(4) Advise as to the Company's Executive Compensation

For	Against	Abstain
47,616,494	1,799,549	39,974

There were 3,397,895 broker non-votes on the proposal.

(5) Advise as to the frequency of shareholder advisory votes on the Company's executive compensation:

1 Year	2 Year	3 Year	Abstain
46,200,647	169,120	2,977,779	0

There were no broker non-votes on the proposal.

(6) Ratification of appointment of KPMG LLP as the Company's independent registered public accountants for fiscal 2011.

For	Against	Abstain
52,310,749	495,027	48,136

There were 0 broker non-votes on the proposal.

(7) Re-approve the performance goals under the Herbalife Ltd. Executive Incentive Plan for compliance with Section 162(m) of the Internal Revenue Code.

For	Against	Abstain
48,187,075	1,251,321	17,621

There were 3,397,895 broker non-votes on the proposal.

Based on the Board of Director's recommendation in the Proxy Statement and the voting results, the Company has determined to hold an advisory vote on executive compensation annually.

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The above description of the results of the AGM is qualified in its entirety by reference to the press release issued by Herbalife Ltd. on April 28, 2011, a copy of which is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

**Item 8.01 Other Events.**

On February 22, 2011, the Company announced that its Board of Directors declared a two-for-one stock split of the Company's Common Shares, subject to shareholder approval. The stock split was approved by the Company's shareholders at the AGM. As a result, the stock split will be effected by the subdivision of each outstanding Common Share, par value of \$0.002, into two Common Shares, par value of \$0.001, and a proportional adjustment to the Company's authorized share capital. The Board of Directors established May 10, 2011, as the record date for the stock split. Each shareholder of record as of the close of business on the record date will receive one additional Common Share for every share held. The new shares will be distributed on or about May 17, 2011.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Amendment to Herbalife Ltd. Amended and Restated 2005 Stock Incentive Plan

99.2 Press Release issued by Herbalife Ltd. on April 28, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

*April 29, 2011*

*By: /s/ Brett R. Chapman*

*Name: Brett R. Chapman*

*Title: General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Amendment to Herbalife Ltd. Amended and Restated 2005 Stock Incentive Plan
99.2	Press Release Issued by Herbalife Ltd. on April 28, 2011

## AMENDMENT TO AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN

Section 6(a) and Section 6(b) of the Plan shall read in their entirety as follows:

**6. Shares Subject to the Plan and to Awards**

(a) *Aggregate Limits.* The aggregate number of Common Shares issuable pursuant to all Awards shall equal 7,300,000 plus (i) any Common Shares that were authorized for issuance under the Prior Plan that, as of the Effective Date, remain available for issuance under the Prior Plan (not including any Common Shares that are subject to, as of the Effective Date, outstanding awards under the Prior Plan or any Common Shares that prior to the Effective Date were issued pursuant to awards granted under the Prior Plan) and (ii) any Common Shares subject to awards granted under the Prior Plan that are terminated, expire unexercised, forfeited or settled in cash. Any Common Shares granted as Options or Stock Appreciation Rights shall be counted against this limit as one (1) share for every one (1) share granted. Any Common Shares granted as Awards other than Options or Stock Appreciation Rights shall be counted against this limit as two and six-tenths shares for every one (1) share granted. The aggregate number of Common Shares available for grant under this Plan, the number of Common Shares subject to outstanding Awards, and the number of Common Shares set forth in the proviso of the preceding sentence shall be subject to adjustment as provided in Section 12. The Common Shares issued pursuant to Awards granted under this Plan may be shares that are authorized and unissued or shares that were reacquired by the Company, including shares purchased in the open market.

(b) *Issuance of Shares.* Common Shares subject to an Award or to an award under the Prior Plan that are terminated, expire unexercised, forfeited or settled in cash shall be available for subsequent Awards under this Plan. Any Common Shares that again become available for grant pursuant to this Article 6 shall be added back as one (1) Common Share if such shares were subject to Options or Stock Appreciation Rights granted under the Plan or options or stock appreciation rights granted under the Prior Plan, and as two and six-tenths (2.6) Common Shares if such shares were subject to Awards other than Options or Stock Appreciation Rights granted under the Plan or subject to awards other than options or stock appreciation rights granted under the Prior Plan. Shares subject to Options or Stock Appreciation Rights that are exercised shall not be available for subsequent awards. The following transactions involving Common Shares will not result in additional Common Shares becoming available for subsequent Awards under this Plan: (i) Common Shares tendered or withheld in payment of an Option; (ii) Common Shares withheld or tendered for taxes; (iii) Common Shares that were subject to a stock-settled Stock Appreciation Right and were not issued upon the net settlement or net exercise of such Stock Appreciation Right; or (iv) Common Shares repurchased on the open market with the proceeds of an Option exercise.

## **Herbalife Elects Two New Members to Its Board Shareholders Approve Stock Split**

LOS ANGELES--(BUSINESS WIRE)--April 28, 2011--Herbalife Ltd. (NYSE: HLF) today reported that Carole Black and Michael J. Levitt were elected to its board of directors.

Black is the former president and chief executive officer of Lifetime Entertainment Services, a multi-media brand for women, including Lifetime Network, Lifetime Movie Network, Lifetime Real Women Network, Lifetime Online and Lifetime Home Entertainment, where she held the position from March 1999 to March 2005. Prior to that, Black served as the president and general manager of NBC4, Los Angeles, a commercial television station, from 1994 to 1999, and in various marketing-related positions at The Walt Disney Company, a media and entertainment company, from 1986 to 1993. She has served as a director of Time Warner Cable Inc. since July 2006.

Levitt is the chairman and chief executive officer of Stone Tower Capital LLC, which he founded in 2001 as an alternative investment management firm. Prior to forming Stone Tower, Levitt was a partner with the private equity firm Hicks, Muse, Tate and Furst Incorporated, from 1996 to 2001. Prior to joining Hicks Muse, he served as a managing director and the co-head of the investment banking division of Smith Barney Inc. from 1993 to 1995. Prior to this, Levitt was a managing director with Morgan Stanley & Co.

“Carole’s and Michael’s experience as chief executive officers adds a depth of knowledge to our board as to best practices in corporate governance and to financial matters, in addition to their invaluable marketing experience,” said Herbalife Chairman and Chief Executive Officer Michael O. Johnson.

Black and Levitt are filling existing vacancies on the board. John Tartol and Michael O. Johnson were each re-elected for a three-year term.

Additionally, shareholders approved a two-for-one split of Herbalife’s Common Shares. Each outstanding Common Share, par value of \$0.002 per share, will be split into two Common Shares, par value of \$0.001 per share, and with a proportional amendment of the Company’s authorized share capital.

The board of directors established May 10, 2011, as the record date for the stock split. Each shareholder of record as of the close of business on the record date will receive one additional Common Share for every share held. The new shares will be distributed on or about May 17, 2011.

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## **First Quarter Earnings Conference Call**

Herbalife's senior management team will host an investor conference call to discuss its first quarter 2011 financial results and provide an update on current business trends on Tuesday, May 3, at 8 a.m. PDT (11 a.m. EDT).

The dial-in number for this conference call for domestic callers is 877-317-1296 and 706-634-5671 for international callers (conference ID 57487434). Live audio of the conference call will be simultaneously webcast in the investor relations section of the company's website at <http://ir.herbalife.com>.

An audio replay will be available following the completion of the conference call in MP3 format or by dialing 800-642-1687 for domestic callers or 706-645-9291 for international callers (conference ID 57487434). The webcast of the teleconference will be archived and available on Herbalife's website.

### **About Herbalife Ltd.**

Herbalife Ltd. (NYSE: HLF) is a global network marketing company that sells weight-management, nutrition, and personal care products intended to support a healthy lifestyle. Herbalife products are sold in 75 countries through a network of approximately 2.1 million independent distributors. The company supports the Herbalife Family Foundation and its Casa Herbalife program to help bring good nutrition to children. Herbalife's website contains a significant amount of information about Herbalife, including financial and other information for investors at <http://ir.Herbalife.com>. The company encourages investors to visit its website from time to time, as information is updated and new information is posted.

#### **CONTACT:**

Herbalife Ltd.

IR:

Amy Greene, 213-745-0474

[amygr@herbalife.com](mailto:amygr@herbalife.com)

or

Media:

George Fischer, 213-745-0519

[georgef@herbalife.com](mailto:georgef@herbalife.com)