# 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 I	Parliest Event Reported):	Α	April 29, 2013
	Herbalit (Exact name of registrant as		
	(Exact name of registrant as	s specified in its charter)	
Cayman Islands	1-323	381	98-0377871
(State or other jurisdiction of incorporation)	(Commi File Nur		(I.R.S. Employer Identification No.)
P.O. Box 309GT South Church Stre Cayman	et, Grand Cayman		KY1-1106
(Address of principal	al executive offices)		(Zip Code)
Registrant's telephone nu	mber, including area code:	c/o (	(213) 745-0500
	Not Appl	icable	
	Former name or former address	, if changed since last report	
Check the appropriate box below if the Form	n 8-K filing is intended to simultaneously sati	isfy the filing obligation of the registr	rant under any of the following provisions:
Soliciting material pursuant to Rule 14a-1 Pre-commencement communications pursuant	e 425 under the Securities Act (17 CFR 230.42) 12 under the Exchange Act (17 CFR 240.14a-suant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14a-suant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.14a-suant to Rule 13e-4(c) under the Exchange Act (17 CFR 250.14a-suant to Rule 13e-4(c) under the Ex	12) ct (17 CFR 240.14d-2(b))	

## Item 2.02 Results of Operations and Financial Condition.

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition.

On April 29, 2013, Herbalife Ltd. ("the Company") issued a press release announcing its financial results for its fiscal first quarter ended March 31, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Item 8.01 Other Events.

On April 29, 2013, the Company issued a press release announcing that its Board of Directors had declared a \$0.30 per share cash dividend for the first quarter, payable on May 28, 2013, to shareholders of record on May 14, 2013.

A copy of the press release is attached hereto as Exhibit 99.1 and the portions thereof with respect to the issuance of the dividend described above are incorporated by reference herein.

# Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Herbalife Ltd. on April 29, 2013

# **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, 2013 By: /s/ Brett R. Chapman

Name: Brett R. Chapman Title: Chief Legal Officer

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# **Exhibit** Description

99.1 Press Release issued by Herbalife Ltd. on April 29, 2013

# Herbalife Ltd. Announces Record First Quarter 2013 and Raises 2013 Earnings Guidance

- First quarter worldwide volume growth of 13 percent compared to the prior year period.
- First quarter adjusted EPS of \$1.27 increased 44 percent compared to the prior year.
- Raising FY'13 adjusted EPS guidance to a range of \$4.60 to \$4.80.
- Board of directors approved a \$0.30 per share quarterly dividend.

LOS ANGELES--(BUSINESS WIRE)--April 29, 2013--Herbalife Ltd. (NYSE: HLF) today reported first quarter net sales of \$1.1 billion, reflecting an increase of 17 percent compared to the same time period in 2012 on volume point growth of 13 percent. Adjusted <sup>1</sup> net income for the quarter of \$137.4 million, or \$1.27 per diluted share, compares to 2012 first quarter net income of \$108.2 million and EPS of \$0.88, respectively. On a reported basis, first quarter 2013 EPS of \$1.10 increased 25 percent compared to the \$0.88 reported in the comparable quarter last year.

"We continue to deliver record results in sales and profitability as our independent distributors successfully execute numerous growth strategies that enable deeper market penetration, developing customers using our weight management and targeted nutrition products every day," said Michael O. Johnson, Herbalife's chairman and CEO. "Obesity and poor nutrition are global public health problems. Our distributors are proud to be part of the solution."

For the quarter ended March 31, 2013 the company generated cash flow from operations of \$137.6 million, an increase of 14 percent compared to 2012; paid dividends of \$30.9 million; invested \$24.9 million in capital expenditures; and repurchased \$162.4 million in common shares outstanding under our share repurchase program.

See Schedule A - "Reconciliation of Non-GAAP Financial Measures" for more detail.	

# First Quarter 2013 Key Metrics 2,3

## Regional Volume Point and Average Active Sales Leader Metrics

	Volume	Points (Mil)	Average Active Sales Leade	ers	
Region	1Q'13	Yr/Yr % Chg	1Q'13	Yr/Yr % Chg	
North America	309.0	4%	68,352	9%	
Asia Pacific	320.0	17%	68,690	23%	
EMEA	161.3	11%	46,094	12%	
Mexico	206.3	8%	60,216	14%	
South & Central America	219.8	33%	52,049	28%	
China	47.6	16%	11,864	24%	
Worldwide Total	1,264.0	13%	296,916	18%	

#### **Updated 2013 Guidance**

Guidance for fully diluted 2013 EPS is based on the average daily exchange rates of the first two weeks of April 2013. Our 2013 guidance continues to assume a Venezuelan exchange rate of 10 to 1 and excludes any potential impact from a future devaluation of the bolivar or the repatriation of existing cash balances in Venezuela. Guidance for the year also excludes \$9.5 million of expenses recognized in the first quarter, mostly legal and advisory services, relating to the Company's response to information put into the marketplace by a short seller which information the Company believes to be inaccurate and misleading

Based on current business trends the company's second quarter fiscal 2013 and full year fiscal 2013 guidance is provided below.

	Three Months Ending June 30, 2013		Twelve Months Ending December 31, 2013				
	Lov	V	High		Low		High
Volume Point Growth vs 2012		7.0%	 9.0%		9.0%		11.0%
Net Sales Growth vs 2012		11.0%	13.0%		13.0%		15.0%
Diluted EPS as adjusted	\$	1.14	\$ 1.18	\$	4.60	\$	4.80
Cap Ex (\$ millions)	\$	20.0	\$ 30.0	\$	165.0	\$	185.0
Effective Tax Rate		26.0%	28.0%		25.5%		27.5%

 $<sup>^2 \</sup> Supplemental \ tables \ that \ include \ additional \ business \ metrics \ can \ be \ found \ at \ \underline{http://www.ir.herbalife.com}.$ 

<sup>&</sup>lt;sup>3</sup> Worldwide Average Active Sales Leaders may not equal the sum of the Average Active Sales Leaders in each region due to the calculation being an average of Sales Leaders active in a period, not a summation, and the fact that some sales leaders are active in more than one region but are counted only once in the worldwide amount.

#### **Announces Quarterly Dividend**

The company reported today that its board of directors has approved a dividend of \$0.30 per share to shareholders of record May 14, 2013, payable on May 28, 2013.

#### Share Repurchase Program Update

During the first quarter, the company repurchased 4.0 million shares at an average cost of \$40.61. There is currently \$787.6 million remaining on the existing \$1 billion share repurchase authorization.

#### First Quarter 2013 Earnings Conference Call

Herbalife senior management will host an investor conference call to discuss its recent financial results and provide an update on current business trends on Tuesday, April 30, 2013 at 8 a.m. PST (11 a.m.

The dial-in number for this conference call for domestic callers is (877) 317-1296 and (706) 634-5671 for international callers (conference ID 27830198). Live audio of the conference call will be simultaneously webcast in the investor relations section of the company's website at <a href="http://ir.herbalife.com">http://ir.herbalife.com</a>.

An audio replay will be available following the completion of the conference call in MP3 format or by dialing (855) 859-2056 for domestic callers or (404) 537-3406 for international callers (conference ID 27830198). The webcast of the teleconference will be archived and available on Herbalife's website.

#### About Herbalife Ltd.

Herbalife Ltd. (NYSE:HLF) is a global nutrition company that sells weight-management, nutrition, and personal care products intended to support a healthy lifestyle. Herbalife products are sold in over 80 countries through and to a network of 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 <a href="http://ir.Herbalife.com">http://ir.Herbalife.com</a>. The company encourages investors to visit its website from time to time, as information is updated and new information is posted.

#### FORWARD-LOOKING STATEMENTS

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the Securities and Exchange Commission. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in our forward-looking statements include, among others, the following:

- the resignation of our former independent registered public accounting firm, its withdrawal of its audit reports with respect to certain of our historical financial statements, and any difficulties we encounter engaging a successor accounting firm;
- any collateral impact resulting from the ongoing worldwide financial environment including the availability of liquidity to us, our customers and our suppliers or the willingness of our customers to purchase products in a difficult economic environment;
- our relationship with, and our ability to influence the actions of, our distributors;
- improper action by our employees or distributors in violation of applicable law;
- adverse publicity associated with our products or network marketing organization, including our ability to comfort the marketplace and regulators regarding our compliance with applicable laws;
- · changing consumer preferences and demands:
- our reliance upon, or the loss or departure of any member of, our senior management team which could negatively impact our distributor relations and operating results;
- · the competitive nature of our business;
- regulatory matters governing our products, including potential governmental or regulatory actions concerning the safety or efficacy of our products and network marketing program, including the
  direct selling market in which we operate;
- · legal challenges to our network marketing program;
- risks associated with operating internationally and the effect of economic factors, including foreign exchange, inflation, disruptions or conflicts with our third party importers, pricing and currency devaluation risks, especially in countries such as Venezuela;
- · uncertainties relating to the application of transfer pricing, duties, value added taxes, and other tax regulations, and changes thereto;
- · uncertainties relating to interpretation and enforcement of legislation in China governing direct selling;
- our inability to obtain the necessary licenses to expand our direct selling business in China;
- · adverse changes in the Chinese economy, Chinese legal system or Chinese governmental policies;
- · our dependence on increased penetration of existing markets;
- · contractual limitations on our ability to expand our business;
- our reliance on our information technology infrastructure and outside manufacturers;
- · the sufficiency of trademarks and other intellectual property rights;
- · product concentration:
- changes in tax laws, treaties or regulations, or their interpretation;
- · taxation relating to our distributors;
- · product liability claims;
- whether we will purchase any of our shares in the open markets or otherwise; and
- · share price volatility related to, among other things, speculative trading and certain traders shorting our common shares.

We do not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

## Herbalife Ltd. and Subsidiaries Condensed Consolidated Statements of Income (In thousands, except per share amounts) (Unaudited and Unreviewed) (1)

	Thre	Three Months Ended		
	3/31/2013		3/31/2012	
North America	\$ 221,	173 \$	210,710	
Mexico	132,		117,109	
South and Central America	219,		165,470	
EMEA	169,	585	153,993	
Asia Pacific	311,	!47	259,948	
China	68,	138	56,945	
Worldwide net sales	1,123,	547	964,175	
Cost of Sales	225,	77	196,144	
Gross Profit	897,	570	768,031	
Royalty Overrides	364,	)29	317,533	
SGA	364,	/20	296,393	
Operating Income	168,	)21	154,105	
Interest Expense - net	5,	373	1,373	
Income before income taxes	163,	548	152,732	
Income Taxes	44,	592	44,570	
Net Income	118,	356	108,162	
Basic Shares	104,	121	116,191	
Diluted Shares	108,	)68	122,373	
Basic EPS	\$	.14 \$	0.93	
Diluted EPS	\$	.10 \$	0.88	
Dividends declared per share	_ \$	.30 \$	0.30	

<sup>(1)</sup> As a result of the resignation of KPMG, the unaudited interim financial information presented has not been reviewed by an outside independent accounting firm. See Note 2 of the quarterly report on Form 10-Q for the quarter ended March 31, 2013.

## Herbalife Ltd. and Subsidiaries Condensed Consolidated Balance Sheets (In thousands) (Unaudited and Unreviewed) (1)

	Mar 31, 2013	Dec 31, 2012
ASSETS		
Current Assets:		
Cash & cash equivalents	\$ 722,474	\$ 333,534
Receivables, net	112,041	116,139
Inventories	334,412	339,411
Prepaid expenses and other current assets	126,465	125,425
Deferred income taxes	50,622	49,339
Total Current Assets	1,346,014	963,848
Property, plant and equipment, net	246,682	242,886
Deferred compensation plan assets	25,074	24,267
Other assets	48,141	48,805
Deferred financing cost, net	6,809	7,462
Marketing related intangibles and other intangible assets, net	311,090	311,186
Goodwill	105,490	105,490
Total Assets	\$ 2,089,300	\$ 1,703,944
LIABILITIES AND SHAREHOLDERS' EQUITY  Current Liabilities:  Accounts payable Royalty overrides Accrued compensation Accrued expenses Current portion of long term debt Advance sales deposits Income taxes payable Total Current Liabilities  Non-current liabilities  Long-term debt, net of current portion Deferred compensation plan liability Deferred income taxes Other non-current liabilities  Total Liabilities	\$ 79,109 221,814 66,719 195,466 62,807 44,684 26,272 696,871  912,517 32,529 59,888 44,550 1,746,355	\$ 75,209 243,351 95,220 181,523 56,302 49,432 15,854 716,891 431,305 29,454 62,982 42,557 1,283,189
Contingencies		
Shareholders' equity:		
Common shares	103	107
Paid-in capital in excess of par value	299,391	303,975
Accumulated other comprehensive loss	(41,711)	(31,695)
Retained earnings	85,162	148,368
Total Shareholders' Equity	342,945	420,755
Total Liabilities and Shareholders' Equity	\$ 2,089,300	\$ 1,703,944

<sup>(1)</sup> As a result of the resignation of KPMG, the unaudited interim financial information presented has not been reviewed by an outside independent accounting firm. See Note 2 of the quarterly report on Form 10-Q for the quarter ended March 31, 2013.

# Herbalife Ltd. and Subsidiaries Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited and Unreviewed)(1)

CASH FLOWS FROM OPERATING ACTIVITIES         3 (18,03)         3 (18,03)           Nei nome         \$ 18,856         \$ 18,856         \$ 18,856           Aguisments to reconcile retineome to exteal provided by operating activities:         \$ 20,000         \$ 18,000           Excess the Sendits from that placed payment arrangements         4,647         \$ 20,007           Shaze based compensation acquents         4,647         \$ 20,007           Amount activation of deferred financing costs         6,659         2,659           Deferred income tuces         (10,07)         3,880           Deferred income tuces         (10,07)         3,880           Deferred income currency devaluation         (10,07)         3,880           Provige exchange tas from the excent currency devaluation         5,90         1,90           Changes in operating assess and liabilities:         3,21         1,475           Receivables         3,23         4,620           Inventoria         4,50         1,45           Deferred concess and ulter current assets         4,50         1,45           Other asset         3,31         1,60           Rought payments         2,31         1,60           Rought payments         2,31         1,60           Inventoria         3,3		Three N	Months Ended
Net income         \$ 18,85 (s)         108,168           Adjistments to recentile enticome to net cash provided by operating activities:         Secretary operating activities:         Secretary operating activities:         30,000         18,000 <th< th=""><th></th><th>3/31/2013</th><th>3/31/2012</th></th<>		3/31/2013	3/31/2012
Agineration reconcile net income to net cash provided by operating activities:         50 cm         20,964         18,969           Excess at sewells from subare-based payment arrangements         1,866         2,027           Shace sack perfect from subare-based payment arrangements         1,866         2,027           Amortization of deferred financing costs         6,670         3,866           Deferred income taxes         1,511         3,039           Untrasilized froight exchange transaction (gain) loss         1,511         3,000           Foreign exchange loss from Venezuela currency devaluation         1,511         3,000           Other         2,012         4,475           Receivables         5,012         9,712           Inventiones         2,216         4,572           Prepated express and other current assets         3,000         1,000           Accounts payable         4,000         1,000           Activated expenses and active compensation         1,517         1,000           Recyllar compensation plan liability         3,000         3,000           Recyllar compensation plan liability         2,114         1,000           Recyllar compensation plan liability         2,000         3,000           Need to property, plant and equipment         2,000	CASH FLOWS FROM OPERATING ACTIVITIES		
Opencial carbitriston         20,964         18,00           Depociation amoritzation         (20,65)         (20,55)           Share based compensation expenses         7,866         (22,52)           Share based compensation expenses         (3,60)         (38,60)           Contractation of deferred financing costs         (3,73)         (5,60)           Deferred incent taxes         (10,971)         (3,80)           Foreign exchange luminoting (spin) los         (10,971)         (3,80)           Foreign exchange loss fron Venezuela currency devaluation         (3,00)         (3,00)           Other         3,216         (14,75)           Receivables         3,216         (14,75)           Inventories         3,216         (14,75)           Inventories         4,900         (14,60)           Prepaid expenses and other current assets         (1,60)         (1,60)           Accounts payable         4,900         (1,61)         (3,70)           Account spayable         (3,51)         (3,70)         (2,00)           Account spayable         (3,51)         (3,60)         (3,60)           Account spayable         (3,51)         (3,51)         (3,60)           Accounts payable         (3,51)         (3,51) </td <td>Net income</td> <td>\$ 118,856</td> <td>\$ 108,162</td>	Net income	\$ 118,856	\$ 108,162
Deperciation an amortization         20,000         18,500         20,200         18,000         20,200 <td></td> <td></td> <td></td>			
Excess tax benefits from share-based payment arrangements         (447)         (20,675)           Share based compensation expenses         7,866         2,822           Amortization of deferred financing costs         6,809         2,808           Deferred incente uses         (10,971)         3,808           Deferred incente gosts from Venezulaci currency devaluation         (10,971)         3,808           Other         1,500         3,911         3,912           Charges in operating sasts and liabilities:         3,216         (14,759)           Receivable         3,216         (14,759)           Inventories         3,512         3,974           Prepaid expenses and other current assets         4,500         (15,50)         (10,50)           Accounts payable         4,500         (15,50)         (15,50)         (15,50)         (15,75)         (17,67)         (2,300)         (15,10)         (			
Abeat based compensation expenses         7,566         2,227           Amortization of deferred fineming costs         6,58         2,68           Deferred income taxes         (10,971)         3,688           Foreign exchange transaction (gain) loss         (10,971)         3,688           Foreign exchange toss from Neueracla currency devaluation         (15,10)         301           Other         (30,00)         3,216         (14,759)           Clauses in operating assets and liabilities         3,216         (14,759)           Receivables         3,216         (3,732)         9,42           Pregula expenses and other current assets         (5,00)         (4,009)           Other assets         (15,10)         (15,10)         (17,373)           Accounts payable         (21,475)         (17,373)         (24,20)           Royally overlies         (15,517)         (17,373)         (3,60)           Advances desponsis and accrued compensation         (3,875)         (3,620)         (3,60)           Royally overlies         (3,187)         (3,620)         (3,620)         (3,620)         (3,620)         (3,620)         (3,620)         (3,620)         (3,620)         (4,620)         (3,620)         (4,620)         (4,620)         (4,620)         (4	Depreciation and amortization	20,964	18,590
Annitration of deferred manacing costs         56         28           Defrend incende uses         (3,73)         (58)           Unrealized foreign exchange transaction (gain) loss         (10,971)         (3,88)           Foreign exchange loss from Venezuela currenty devaluation         (80)         30           Other         (80)         3,216         (14,759)           Receivables         3,216         (14,759)           Inventories         8,201         (14,709)           Other assers         (15)         (90)           Accounts payable         4,00         (15,519)         (17,372)           Account expenses and curred compensation         (15,517)         (17,373)           Advanced expenses and curred compensation         (15,517)         (17,373)           Account growth         (15,517)         (17,373)           Account growth         (15,517)         (17,373)           Advanced expenses and accrued compensation         (15,517)         (17,373)           Account growth         (15,517)         (17,373)           Advanced expenses and accrued compensation plan liability         (21,322)         (21,422)           Deferred compensation plan liability         (21,322)         (21,522)           CSSH FLOWSTROM INVESTING ACTIVITIE	Excess tax benefits from share-based payment arrangements	(447)	(20,675)
Deferred income taxes         (3,73)         (3,78)           Unralizate forigine exchange transctient (gain) los         (1,91)         (3,888)           Foreign exchange loss from Venezuela currency devaluation         (3,11)         (3,11)           Oble         (3,00)         (3,00)         (3,00)           Changes in parting assets and libilities         3,216         (14,78)           Receivables         3,012         9,742           Prepail expenses and other current assets         (8,200)         (4,00)           Other assets         (8,00)         (1,00)           Accounts payable         4,900         11,406           Royally overties         (15,517)         (7,33)           Advance asteroses and accrued compensation         (15,517)         (7,30)           Advance asteroses and accrued compensation         (3,13)         9,002           Income taxes         (3,13)         9,002           Deferred compensation plan liability         3,21         16,809           Deferred compensation plan assets         23,114         16,489           Deferred compensation plan sates         24         15           Deferred compensation plan assets         24         15           Process from slo of property, plant and equipment         3,00<	Share based compensation expenses	7,866	7,227
世界のでは、対していまり (1971) (3.888) (1972) (1973) (2.888) (1974) (	Amortization of deferred financing costs	650	286
Foreign exchange loss from Venezuela currency devaluation Order         15.16         - 3.91           Other         (890)         391           Exceptables         3,216         (14,759)           Inventories         5,012         9,742           Propid despenses and other current assets         (8,00)         4,000           Other assets         (15)         (905)           Other assets         4,000         11,406           Royally overrides         (15,517)         (17,373)           Accrued expenses and accrued compensation         (15,517)         (17,373)           Accrued expenses and accrued compensation         (3,877)         9,002           Accrued expenses and accrued compensation         (3,877)         10,308           Accrued expenses and accrued compensation         (3,877)         10,308           Deferred compensation plan liability         (3,877)         10,308           NET CASH DROVIDED BY OPERATING ACTIVITIES         24,812         12,314           NET CASH DROVIDED BY OPERATING ACTIVITIES         24,825         22,225           Deferred compensation plan assets         2,485         2,525           EVEL LOW S FROM INVESTING ACTIVITIES         2,500         3,51           Dividends pain assets         2,500 <t< td=""><td>Deferred income taxes</td><td>(3,773)</td><td>(597)</td></t<>	Deferred income taxes	(3,773)	(597)
Oher         (890)         39.1           Clanges in operating assets and liabilities:         (14,758)           Receivables         3,216         (14,758)           Inventories         5,012         9,742           Prepaid expenses and other current assets         (8,200)         (4,009)           Other assets         (15,51)         (905)           Accounts payable         (4,900)         11,406           Royalty overrides         (21,472)         (2,303)           Advance alsed sposits         (3,857)         9,006           Incented expenses and accrued compensation         3,101         1,638           Advance alsed sposits         (3,873)         9,006           Incented acceptions and accrued compensation         3,102         1,033           Advance as desposits         3,005         3,431           Deferred compensation plan liability         3,005         3,431           PLOW STROM INVESTING ACTIVITIES         24,009         1,145           Processor from plan and equipment         2,485         2,25           Processor from plan plan and equipment         2,485         2,25           Processor from plan and equipment         3,009         3,132         3,125         3,125           Proceder	Unrealized foreign exchange transaction (gain) loss	(10,971)	(3,868)
Recrivables         3,16         (14,78)           Recrivables         3,01         9,742           Prepaid expenses and other current assets         (8,00)         (4,029)           Other assets         (15)         (80,00)           Other assets         (15)         (80,00)           Accounts payable         (21,472)         (2,02)           Royally overrides         (21,472)         (2,02)           Accused expenses and accrued compensation         (15,517)         (17,373)           Advance sales deposits         (3,87)         9,062           Income tax         31,072         130,08           Deferred compensation plan liability         31,072         120,08           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,027         120,08           Purchases of property, plant and equipment         (24,85)         (24,691)           Proceeds from sale of property, plant and equipment         (24,85)         (24,85)           Purchases of property, plant and equipment         (24,85)         (24,85)           Posted from sale of property, plant and equipment         (24,85)         (24,85)           Purchase of property, plant and equipment         (24,85)         (24,85)           Purchase of property, plant and equipment         (24,85) <td>Foreign exchange loss from Venezuela currency devaluation</td> <td>15,116</td> <td>-</td>	Foreign exchange loss from Venezuela currency devaluation	15,116	-
Receivables         3,216         (14,759)           Inventores         5,012         9,742           Prepaid expenses and other current assets         (8,200)         (16,00)           Other assets         4,000         11,006           Accounts payable         4,000         (11,50)         (23,02)           Account expense and accrued compensation         (3,871)         (15,17)         (3,737)           Advance slies deposits         (3,877)         9,002         (10,000)         (3,877)         9,002           Income taxes         23,114         16,489         10,489         10,489         10,489         10,489         10,489         10,489         10,489         10,489         10,489         10,489         10,490         10,489	Other	(890)	391
Inventories         5,012         9,742           Prepaid expense and other current assets         (8,200         (4,007)           Other assets         (15)         (905)           Accounts payable         (2,147)         (2,302)           Royalty overrides         (15,517)         (17,373)           Accrued expenses and accrued compensation         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         22,032           NET CASH PROVIDED BY OPERATING ACTIVITIES         24,855         (24,851)           Proceeds from eacl of property, plant and equipment         24,852         24,515           Proceeds from sale of property, plant and equipment         24,852         24,252           Proceeds from sale of property, plant and equipment         30,904         35,172           Proceeds from sale of property, plant and equipment         30,904         35,172           Proceeds from sale of property, plant and equipment         30,904         35,172           Proceeds from sale of property, plant and equipment         30,904         35,172           Proceeds from sale of property, plant and equipment         30,904	Changes in operating assets and liabilities:		
Prepaid expenses and other current assets         (8,20)         (4,029)           Other assets         (15)         (905)           Accounts payable         (21,472)         (2,302)           Royalty overrides         (21,472)         (2,302)           Actual expense and accred compensation         (15,517)         (17,373)           Advance sales deposits         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,31         14,648           PURCESS FROM INVESTING ACTIVITIES         (24,851)         (24,851)           Purchases of property, plant and equipment         24         15           Deferred compensation plan assets         24         15           NET CASH DED IN INVESTING ACTIVITIES         24         15           Defered compensation plan assets         24         15           NET CASH SEROM FINANCING ACTIVITIES         313,223         14,560           Deforming from long-term debt         313,223         14,560           Proceeds from exercise of stock options and sele of stock under         42         2,067           Process tax benefits from share-based payment arrangements         42         2,128           Process tax benefits from share-based payment arrange	Receivables	3,216	(14,759)
Other assets         (15)         (905)           Accounts payable         4,900         11,496           Royalty overrides         (21,472)         (2,302)           Accrued expenses and accrued compensation         (15,517)         (17,373)           Advance sales desposits         23,114         16,489           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         21,214         16,489           Proceeds from sale of property, plant and equipment         (24,891)         24         15           Proceeds from sale of property, plant and equipment         24         15         26,252           Defer Compensation plan assets         2         2,252         27,228           Defer Compensation plan assets         2         2,252         27,228           NET CASH UNSETING ACTIVITIES         28         2,525         27,228           NET CASH UNSED IN INVESTING ACTIVITIES         38,14         4,60         31,14         6         18,12         11,16         6         12,12         12,12         12,12         12,12         12,12         12,12         12,12         12,12         12,12         12,12         12	Inventories	5,012	9,742
Accunts payable         4,900         11,496           Royaly overrides         (21,47)         (2,302)           Accrued expenses and accrued compensation         (15,517)         (17,373)           Advance sales deposits         (3,875)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           Purchases of property, plant and equipment         (24,850)         (24,891)           Proceds from sale of property, plant and equipment         (24,852)         (27,228)           Peterred compensation planseses         2         2         (25,529)           NET CASH LVED IN INVESTING ACTIVITIES         (30,904)         (35,172)           Dividends paid         (30,904)         (35,172)           Browings from long-term debt         (30,904)         (35,172)           Principal payments on long-term debt         (30,904)         (35,172)           Principal payments on long-term debt         (30,904)         (35,172)           Princes from exercise of stock options and sel of stock under         (30,904)         (35,172)           Excess tax benefits from share-based payment arrangements         42,5	Prepaid expenses and other current assets	(8,200)	(4,029)
Royalry overrides         (21,472)         (2,302)           Accrued expenses and accrued compensation         (15,517)         (17,373)           Advances desposits         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         23,114         16,489           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           NET CASH PROVIDED BY OPERATING ACTIVITIES         24         15           Purchases of property, plant and equipment         24         15           Proceeds from sale of property, plant and equipment         24         15           Perfered compensation plan assets         2         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         24         15           Deferred compensation plan assets         2         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         35,123         114,560           Principal payments on long-term debt         313,223         114,560           Principal payments on long-term debt         313,223         114,560           Share repurchases         447         20,575           Excess tax benefits from share-based payment arrangements         45         7,128           Proceeds from secretic of s	Other assets	(15)	(905)
Royalry overrides         (21,472)         (2,302)           Accrued expenses and accrued compensation         (15,517)         (17,373)           Advance sales deposits         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CASH FLOWS FROM INVESTING ACTIVITIES         24         15           Proceeds from sale of property, plant and equipment         24         15           Poeferred compensation plan assets         2-         (2,552)           NET CASH POST FROM INVESTING ACTIVITIES         2-         (2,552)           Deferred compensation plan assets         2-         (2,552)           NET CASH LOXED IN NVESTING ACTIVITIES         3(3,942)         3(3,172)           Dividends paid         (30,904)         (35,172)           Dividends promises from long-term debt         (30,904)         (35,172)           Borr repurchases         (16,485)         (72,942)           Excess tax benefits from share-based payment arrangements         425         7,128           Proceeds from exercise of stock options and sale of stock under         425         7,128           E	Accounts payable	4,900	11,496
Advance sales deposits         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CRSH FLOWS FROM INVESTING ACTIVITIES         24         15           Purchases of property, plant and equipment         24         15           Proceeds from sale of property, plant and equipment         24         15           Perfect dompensation plan assets         2         4         15           Deferred compensation plan assets         3         3         15           Deferred Compensation plan assets         3         3         3         17         2         12         2         12         2         2         2         2         2         2         <		(21,472)	(2,302)
Advance sales deposits         (3,857)         9,062           Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CRSH FLOWS FROM INVESTING ACTIVITIES         24         15           Purchases of property, plant and equipment         24         15           Proceeds from sale of property, plant and equipment         24         15           Perfect dompensation plan assets         2         4         15           Deferred compensation plan assets         3         3         15           Deferred Compensation plan assets         3         3         3         17         2         12         2         12         2         2         2         2         2         2         <		· · · · · · · · · · · · · · · · · · ·	
Income taxes         23,114         16,489           Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CASH FLOWS FROM INVESTING ACTIVITIES         24         15           Purchases of property, plant and equipment         24         15           Deferred compensation plan assets         2-         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         (24,832)         (27,228)           VEX. PLOWS FROM FINANCING ACTIVITIES         (30,904)         (35,172)           Dividends paid         (30,904)         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (16,485)         (72,942)           Share repurchases         (164,485)         (72,942)           Proceeds from exercise of stock options and sale of stock under         25,509         (86,402)           Proceeds from exercise of stock options and sale of stock under         293,197         (52,153)           Ferect Of EXCHANGE NET CHANGES ON CASH         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         338,940         47,086           CASH AND CASH EQUIVALENTS, EGINNING OF PERIOD         333,541		(3.857)	9.062
Deferred compensation plan liability         3,075         3,431           NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CASH FLOWS FROM INVESTING ACTIVITIES         (24,856)         (24,801)           Purchases of property, plant and equipment         (24,856)         (24,691)           Deferred compensation plan assets         2         (2,552)           Deferred compensation plan assets         (24,832)         (27,228)           NET CASH USED IN INVESTING ACTIVITIES         (24,802)         (27,228)           Dividends paid         (30,904)         (35,172)           Borrowings from long-term debt         (30,904)         (35,172)           Principal payments on long-term debt         (25,509)         (86,402)           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (16,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         25,252           Proceeds from exercise of stock options and sale of stock under         447         25,252           Excess tax benefits from share-based payment arrangements         293,197         (52,153)           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         338,940         47,086           EFFECT OF EXCH	•		· · · · · · · · · · · · · · · · · · ·
NET CASH PROVIDED BY OPERATING ACTIVITIES         137,627         120,368           CASH FLOWS FROM INVESTING ACTIVITIES         (24,856)         (24,961)           Proceeds from sale of property, plant and equipment         24         15           Deferred compensation plan assets         -         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         (24,832)         (27,228)           CASH FLOWS FROM FINANCING ACTIVITIES         (30,904)         (35,172)           Birrowings from long-term debt         (30,904)         (35,172)           Borrowings from long-term debt         (25,509)         (86,402)           Price, purchases         (25,509)         (86,402)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under         447         20,675           Proceeds from exercise of stock options and sale of stock under         425         7,128           EFFECT OF EXCHANGE RATE CHANGES ON CASH         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         388,940         47,086           CASH AND CASH EQUIVALENTS, EBGINNING OF PERIOD         388,940         47,086           CASH AND CASH EQUIVALENTS, END OF PERIOD         38,841         47,086           <	Deferred compensation plan liability		,
CASH FLOWS FROM INVESTING ACTIVITIES         Cash (24,856)         (24,691)           Purchases of property, plant and equipment         24         15           Deferred compensation plan assets         2-         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         (24,832)         (27,228)           CASH FLOWS FROM FINANCING ACTIVITIES         (30,904)         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         1(17,052)         6,099           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477			
Purchases of property, plant and equipment         (24,856)         (24,601)           Procededs from sale of property, plant and equipment         24         15           Deferred compensation plan assets         - 2,2552           NET CASH USED IN INVESTING ACTIVITIES         - 24,832         - 27,228           CASH FLOWS FROM FINANCING ACTIVITIES         - 30,904         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         513,223         114,560           Frincipal payments on long-term debt         447         20,675           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from excreise of stock options and sale of stock under         447         20,675           Proceeds from excreise of stock options and sale of stock under         425         7,128           EFFECT OF EXCHANGE RATE CHANGES ON CASH         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         338,940         47,086           CASH AND CASH EQUIVALENTS, END OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         30,5861         30,5861           <			
Proceeds from sale of property, plant and equipment         24         15           Deferred compensation plan assets         -         (2,552)           NET CASH USED IN INVESTING ACTIVITIES         (24,832)         (27,228)           CASH FLOWS FROM FINANCING ACTIVITIES         (30,904)         (35,172)           Dividends paid         (30,904)         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under         293,197         (52,153)           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         333,534         258,775           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477		(24.856)	(24.691)
Deferred compensation plan assets	* * * * * *	* * *	
NET CASH USED IN INVESTING ACTIVITIES         (24,832)         (27,228)           CASH FLOWS FROM FINANCING ACTIVITIES         (30,904)         (35,172)           Dividends paid         (30,904)         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         338,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         333,534         258,775           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477		 	
CASH FLOWS FROM FINANCING ACTIVITIES         Common state of the common st		(24.832)	
Dividends paid         (30,904)         (35,172)           Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477		(21,002)	(27,220)
Borrowings from long-term debt         513,223         114,560           Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (11,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477		(30.904)	(35.172)
Principal payments on long-term debt         (25,509)         (86,402)           Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477           Interest paid         \$ 5,486         \$ 2,477	·	* * *	
Share repurchases         (164,485)         (72,942)           Excess tax benefits from share-based payment arrangements         447         20,675           Proceeds from exercise of stock options and sale of stock under employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477           Interest paid         \$ 5,486         \$ 2,477			
Excess tax benefits from share-based payment arrangements       447       20,675         Proceeds from exercise of stock options and sale of stock under employee stock purchase plan       425       7,128         NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES       293,197       (52,153)         EFFECT OF EXCHANGE RATE CHANGES ON CASH       (17,052)       6,099         NET CHANGE IN CASH AND CASH EQUIVALENTS       388,940       47,086         CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD       333,534       258,775         CASH PAID DURING THE YEAR       \$ 5,486       \$ 2,477         Interest paid       \$ 5,486       \$ 2,477		· · · · · · · · · · · · · · · · · · ·	
Proceeds from exercise of stock options and sale of stock under employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477	·		
employee stock purchase plan         425         7,128           NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477		***	20,075
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES         293,197         (52,153)           EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477	· ·	425	7 128
EFFECT OF EXCHANGE RATE CHANGES ON CASH         (17,052)         6,099           NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477			<del></del>
NET CHANGE IN CASH AND CASH EQUIVALENTS         388,940         47,086           CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD         333,534         258,775           CASH AND CASH EQUIVALENTS, END OF PERIOD         722,474         305,861           CASH PAID DURING THE YEAR         \$ 5,486         \$ 2,477			
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD  CASH AND CASH EQUIVALENTS, END OF PERIOD  CASH AND CASH EQUIVALENTS, END OF PERIOD  CASH PAID DURING THE YEAR  Interest paid  \$ 5,486 \$ 2,477			<del></del>
CASH AND CASH EQUIVALENTS, END OF PERIOD  CASH PAID DURING THE YEAR Interest paid  \$ 5,486 \$ 2,477	· · · · · · · · · · · · · · · · · · ·		
CASH PAID DURING THE YEAR Interest paid  \$ 5,486 \$ 2,477			
Interest paid \$ 5,486 \ \\$ 2,477	CASH AND CASH EQUIVALENTS, END OF PERIOD	722,474	305,861
	CASH PAID DURING THE YEAR	<del></del>	
Income taxes paid \$ 31,853 \$ 29,958	Interest paid	\$ 5,486	\$ 2,477
	Income taxes paid	\$ 31,853	\$ 29,958

<sup>(1)</sup> As a result of the resignation of KPMG, the unaudited interim financial information presented has not been reviewed by an outside independent accounting firm. See Note 2 of the quarterly report on Form 10-Q for the quarter ended March 31, 2013.

#### SUPPLEMENTAL INFORMATION

#### SCHEDULE A: RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(unaudited and unreviewed), (Dollars in Thousand, Except Per Share Data)

In addition to its reported results, the Company has included in the tables below adjusted results that the Securities and Exchange Commission defines as "non-GAAP financial measures." Management believes that such non-GAAP financial measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors in analyzing period to period comparisons of the Company's results.

The following is a reconciliation of net income, presented and reported in accordance with U.S. generally accepted accounting principles, to net income adjusted for certain items:

		Three Months Ended			
	3/3	3/31/2013 3/		3/31/2012	
		(in thousands)			
Net income, as reported	\$	118,856	\$	108,162	
Venezuela devaluation impact (net of \$4,591 tax benefit)(1)		10,524		-	
Expenses incurred responding to attacks on the Company's business					
model (net of \$1,515 tax benefit)(1)		7,979		_	
Net income, as adjusted	\$	137,359	\$	108,162	

The following is a reconciliation of diluted earnings per share, presented and reported in accordance with U.S. generally accepted accounting principles, to diluted earnings per share adjusted for certain items:

	i nree Months Ended		l	
		3/31/2013		3/31/2012
Diluted earnings per share, as reported	\$	1.10	\$	0.88
Venezuela devaluation impact (1)		0.10		-
Expenses incurred responding to attacks on the Company's business model (1)		0.07		-
Diluted earnings per share, as adjusted	\$	1.27	\$	0.88

<sup>(1)</sup> The income tax impact of the non-GAAP adjustments is based on forecasted items affecting the Company's 2013 full year GAAP effective tax rate. Adjustments to forecasted items unrelated to these non-GAAP adjustments may have an effect on the income tax impact of the non-GAAP adjustments in subsequent periods.

The following is a reconciliation of total long-term debt to net debt:

Total long-term debt (current and long-term portion)
Less: Cash and cash equivalents
Net debt

CONTACT:
Herbalife Ltd.
Media Contact;
Barbara Henderson
SVP, Worldwide Corp. Comm.
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3/31/2013		12/	31/2012
\$	975,324	\$	487,607
	722,474		333,534
\$	252,850	\$	154,073