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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):     Form 10-K     Form 20-F     Form 11-K  
 Form 10-Q     Form N-SAR     Form N-CSR

For Period Ended: March 31, 2013

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on N-SAR

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I – Financial Information, Item 1. Financial Statements; Part II – Other Information, Item 6. Exhibits

**PART I  
REGISTRANT INFORMATION**

Herbalife Ltd. \_\_\_\_\_

Full Name of Registrant

N/A \_\_\_\_\_

Former Name if Applicable

P.O. Box 309GT, Uglan House, South Church Street \_\_\_\_\_

Address of Principal Executive Office (*Street and Number*)

Grand Cayman, Cayman Islands KY1-1106 \_\_\_\_\_

City, State and Zip Code



Please see Part 1, Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations in the First Quarter 10-Q filed on April 29, 2013 for a discussion of changes in the Company’s results of operations from the corresponding period for the last fiscal year, which discussion is incorporated herein by reference.

#### FORWARD-LOOKING STATEMENTS

*This document contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect” or “anticipate” and any other similar words.*

*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;

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- 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.

*Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth the First Quarter 10-Q, including under the heading "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in our Condensed Consolidated Financial Statements and the related Notes.*

*Forward-looking statements in this Notification of Late Filing on Form 12b-25 speak only as of the date hereof, and forward-looking statements in documents attached that are incorporated by reference speak only as of the date of those documents. 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.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 29, 2013

By: /s/ Brett R. Chapman

Name: Brett R. Chapman

Title: Chief Legal Officer