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): May 21, 2013

Herbalife Ltd.
(Exact name of registrant as specified in its charter)

Cayman Islands	1-32381	98-0377871
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

P.O. Box 309GT, Ugland House, South Church Street, Grand Cayman Cayman Islands	KY1-1106
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: c/o (213) 745-0500

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 4.01 Changes in Registrant's Certifying Accountant.

(b) As previously disclosed, on April 8, 2013, KPMG LLP ("KPMG") notified Herbalife Ltd. (the "Company") that KPMG was resigning, effective immediately, as the Company's independent accountant. KPMG stated it had concluded it was not independent because of alleged insider trading in the Company's securities by one of KPMG's former partners who, until April 5, 2013, was the KPMG engagement partner on the Company's audit. KPMG advised the Company it resigned as the Company's independent accountant solely due to the impairment of KPMG's independence resulting from its now former partner's alleged unlawful activities and not for any reason related to the Company's financial statements, its accounting practices, the integrity of the Company's management or for any other reason. As a result of the alleged insider trading activity by its now former partner, KPMG also notified the Company that it had no option but to withdraw its audit reports on the Company's financial statements for the fiscal years ended December 31, 2010, 2011 and 2012 and the effectiveness of internal control over financial reporting as of December 31, 2010, 2011 and 2012 and that such reports should no longer be relied upon as a result of KPMG's lack of independence created by the circumstances described above.

On May 21, 2013, the Audit Committee of the Company's Board of Directors engaged PricewaterhouseCoopers LLP ("PwC") to serve as its new independent registered public accounting firm to audit the Company's financial statements for its fiscal year ending December 31, 2013 and to re-audit the Company's financial statements for the fiscal years ended December 31, 2010, 2011 and 2012.

As part of the engagement process, the Company and PwC identified certain non-audit services that PwC or another firm in the global network of firms had performed for the Company that are not permitted under the SEC's auditor independence rules. The Audit Committee and PwC discussed these non-audit services and concluded that the provision of these non-audit services will not affect PwC's objectivity or its impartiality and will not impair its ability to serve as the Company's independent registered public accounting firm. In reaching this conclusion, the Audit Committee and PwC noted that all of these services, with one exception described below with respect to the Company's U.S. payroll department, were provided to entities that were immaterial to the Company's consolidated financial statements in each of the prior years. PwC also noted that none of the professionals who provided such services will serve on the re-audit or future audits. In selecting PwC, the Audit Committee determined that PwC is well qualified to serve as the Company's auditor because of its experience with large global companies, including large accelerated filers and other multinational issuers and a number of companies in the network marketing industry, and PwC's extensive resources and qualifications, including the strength of its national office and its thought leadership regarding complex accounting issues. In considering the appointment of a new auditor, the Company identified firms that it believed were qualified to serve as auditor for a company with the size and complexity of Herbalife. In each case the Company, in communication with the relevant audit firm, identified independence issues which arose in the three years of re-audit.

The services that PwC or another firm in PwC's global network of firms previously performed for certain of the Company's subsidiaries are set forth below. Unless specifically noted below, the services were performed by a firm in PwC's global network of firms rather than by PwC.

Country	*Type of Service*
Bulgaria	- Routine corporate and administrative legal advisory and financial statement filing services in 2013, 2012, 2011 and 2010.
Colombia	- Payroll and administrative services in 2013 and 2012.
Ghana	- Payroll services in 2013, 2012 and 2011, and executive recruitment services in 2011.

India	- Secondment services in 2012, 2011 and 2010, and tax services pursuant to a contingent fee arrangement in 2013, 2012 and 2011.
Israel	- Financial reporting, secondment and bookkeeping services in 2012 and 2011.
Macedonia	- Routine corporate and administrative legal advisory services in 2013, 2012 and 2011.
Romania	- Routine corporate and administrative legal advisory services in 2013 and 2012.
Russia	- Routine corporate and administrative legal advisory services in 2013, 2012, 2011 and 2010.
Slovakia	- Routine corporate and administrative legal advisory services in 2013 and 2012.
United States	- Seconded two PwC staff members who served in the U.S. payroll department for the Company for a few months in 2010.

The assets and revenues of the non-U.S. subsidiaries in the countries noted above represented in the aggregate less than 5% and 8.5% of the Company's total consolidated assets and revenues, respectively, in each year from 2010 through 2013; none of these non-U.S. subsidiaries individually represented more than 2.5% or 3.6% of the Company's total consolidated assets or revenues, respectively, in any of these years. The fees paid to PwC and firms in PwC's global network of firms for the services described above were approximately $55,000 in 2013, $250,000 in 2012, $192,000 in 2011 and $330,000 in 2010. PwC and the other firms in the global network of firms ceased providing these services to the Company's subsidiaries upon being engaged as the Company's auditor. As an additional measure in relation to this matter, the Audit Committee intends to engage a separate independent registered public accounting firm to issue an audit report with respect to certain of the Company's 2010 payroll accounts that were the subject of the services previously provided by PwC to the Company's U.S. payroll department.

During the fiscal years ended December 31, 2011 and 2012, and the subsequent interim period through May 21, 2013, neither the Company, nor anyone on its behalf, consulted PwC regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered with respect to the Company's consolidated financial statements, in connection with which either a written report or oral advice was provided to the Company that PwC concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" as such term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions or a "reportable event" as such term is defined in Item 304(a)(1)(v) of Regulation S-K.

Item 8.01 Other Events.

On May 21, 2013, substantially concurrent with the filing of this Current Report on Form 8-K, the Company issued a press release announcing that the Audit Committee of the Company's Board of Directors engaged PwC as the Company's auditors.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Herbalife Ltd. on May 21, 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.

May 21, 2013

By: /s/ Brett R. Chapman

Name: Brett R. Chapman

Title: Chief Legal Officer

EXHIBIT INDEX

Exhibit	Description of Exhibit
99.1	Press Release issued by Herbalife Ltd. on May 21, 2013

Exhibit 99.1

Herbalife Engages PricewaterhouseCoopers LLP As Auditors

May 21, 2013, LOS ANGELES—(BUSINESS WIRE)— Herbalife Ltd. (NYSE:HLF), today filed a Form 8-K indicating that the Audit Committee of its Board of Directors has engaged PricewaterhouseCoopers LLP ("PwC") as the Company's independent auditors. PwC will commence work immediately to re-audit the Company's consolidated financial statements for the fiscal years ended December 31, 2010, 2011 and 2012. PwC will also review the Company's condensed consolidated financial statements for the first quarter of 2013. The engagement of PwC was made after an extensive evaluation process by the Company's Audit Committee.

As previously announced, the change in auditors was the result of KPMG LLP's ("KPMG") resignation as Herbalife's independent auditors, due to the impairment of KPMG's independence resulting from its now former partner's alleged unlawful activities. As stated by KPMG, their resignation was not related to Herbalife's financial statements, its accounting practices, the integrity of Herbalife's management, or for any other reason.

"We are very pleased to have engaged PwC to serve as the Company's independent auditor. They will begin work immediately to re-audit the Company's December 31, 2010, 2011 and 2012 consolidated financial statements. Investors should rest assured that the Company will be working to assist PwC in any way necessary to facilitate their work," said the chairman of Herbalife's audit committee Leroy Barnes.

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 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.

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 may encounter as a part of the re-audit of our predecessor auditor's work;
- 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.
Barbara Henderson
SVP, Worldwide Corp. Communications
213-745-0517
or
Amy Greene
VP, Investor Relations
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Source: Herbalife Ltd.