
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HERBALIFE LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

98-0377871
(I.R.S. Employer
Identification Number)

P.O. Box 309GT
Ugland House, South Church Street
Grand Cayman, Cayman Islands
(Address of Principal Executive Offices)

Herbalife Ltd. 2014 Stock Incentive Plan (as amended and restated)
(Full Title of the Plans)

Mark J. Friedman
General Counsel
Herbalife Ltd.
P.O. Box 309GT
Ugland House, South Church Street
Grand Cayman, Cayman Islands
(213) 745-0500

(Name, address and telephone number including area code of agent for service)

Copies to:

Jonathan K. Layne
Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, CA 90067
(310) 552-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	3,700,000	\$57.50	\$212,750,000	\$21,424

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there is also being registered such additional common shares in the share capital of the Company, par value US\$0.001 per share (the "Common Stock"), that become available under the Herbalife Ltd. 2014 Stock Incentive Plan, as amended to date, in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h)(1) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of Herbalife Ltd.'s Common Stock, as reported on the New York Stock Exchange on May 4, 2016.

INTRODUCTION

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 3,700,000 shares of the Common Stock of Herbalife Ltd. (the "Company" or "Registrant"), which may be issued pursuant to awards under the Herbalife Ltd. 2014 Stock Incentive Plan, as amended to date (the "Plan"). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Form S-8 filed by the Company with respect to the Plan on May 8, 2014 (SEC File No. 333-195798), together with all exhibits filed therewith or incorporated therein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Securities and Exchange Commission, each of the following exhibits is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Amended and Restated Memorandum and Articles of Association of Herbalife Ltd., filed on May 5, 2015 as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and is incorporated herein by reference.
4.2	Herbalife Ltd. 2014 Stock Incentive Plan (as amended and restated effective April 28, 2016), filed on May 5, 2016 as Exhibit 10.38 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and is incorporated herein by reference.
5.1	Legal Opinion of Maples and Calder, special Cayman Islands Counsel to Herbalife Ltd.
23.1	Consent of Maples and Calder (contained in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (contained on signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 5th day of May, 2016.

HERBALIFE LTD.

By: _____ /s/ Mark J. Friedman
Mark J. Friedman
General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Michael O. Johnson and Mark J. Friedman, and each of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement (including any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), with exhibits thereto and other documents in connection therewith, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ Michael O. Johnson Michael O. Johnson	Chief Executive Officer, Director, Chairman of the Board (Principal Executive Officer)	May 5, 2016
_____ /s/ John G. DeSimone John G. DeSimone	Chief Financial Officer (Principal Financial Officer)	May 5, 2016
_____ /s/ Bosco Chiu Bosco Chiu	Senior Vice President and Principal Accounting Officer (Principal Accounting Officer)	May 5, 2016

<u>/s/ Richard P. Bermingham</u> Richard P. Bermingham	Director	May 5, 2016
<u>/s/ Pedro Cardoso</u> Pedro Cardoso	Director	May 5, 2016
<u>/s/ Richard H. Carmona</u> Richard H. Carmona	Director	May 5, 2016
<u>/s/ Jonathan Christodoro</u> Jonathan Christodoro	Director	May 5, 2016
<u>/s/ Keith Cozza</u> Keith Cozza	Director	May 5, 2016
<u>/s/ Jeffrey T. Dunn</u> Jeffrey T. Dunn	Director	May 5, 2016
<u>/s/ Hunter C. Gary</u> Hunter C. Gary	Director	May 5, 2016
<u>/s/ Jesse A. Lynn</u> Jesse A. Lynn	Director	May 5, 2016
<u>/s/ Michael Montelongo</u> Michael Montelongo	Director	May 5, 2016
<u>/s/ James L. Nelson</u> James L. Nelson	Director	May 5, 2016
<u>/s/ Maria Otero</u> Maria Otero	Director	May 5, 2016
<u>/s/ John Tartol</u> John Tartol	Director	May 5, 2016

EXHIBIT INDEX

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* *Filed herewith.*

Our ref KZE/280939-000000/31394338v1

Herbalife Ltd.
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

2 May 2016

Dear Sirs

Herbalife Ltd. (the “Company”)

We have acted as Cayman Islands legal advisers to Herbalife Ltd. (the “**Company**”) a company incorporated in the Cayman Islands in connection with the Company’s registration statement on Form S-8, including all amendments or supplements thereto (“**Form S-8**”) to be filed with the Securities and Exchange Commission on or about 28 April 2016 under the Securities Act of 1933, as amended, (the “**Registration Statement**”) relating to registration under the Securities Act of 1933, as amended, of 3,700,000 further common shares of par value US\$0.001 per share of the Company (the “**Common Shares**”) for purchase by eligible persons under the Herbalife Ltd. 2014 Stock Incentive Plan (the “**Plan**”). We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

1 Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 the Certificate of Incorporation and Certificate of Incorporation upon Change of Name and the Amended and Restated Memorandum and Articles of Association of the Company as adopted on 1 December 2004 and as amended by special resolutions dated 25 April 2013 and 23 April 2015, respectively (the “**Memorandum and Articles**”);
- 1.2 a certified extract of the minutes of the meeting of the Compensation Committee of the directors of the Company held on 8 February 2016 (the “**Committee Minutes**”), a certified extract of the minutes of the meeting of the directors of the Company held on 28 April 2016, respectively (the “**Board Minutes**”) and a certified extract of the minutes of the annual general meeting of the shareholders of the Company held on 28 April 2016, respectively (the “**AGM Minutes**”) and, together with the Committee Minutes and the Board Minutes, the “**Minutes**”) and the corporate records of the Company maintained at its registered office in the Cayman Islands;
- 1.3 the Form S-8; and
- 1.4 a certificate from an officer of the Company, a copy of which is annexed hereto (the “**Officer’s Certificate**”).

2 Assumptions

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion.

The following opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion. This opinion only relates to the laws of the Cayman Islands which are in force on the date of this opinion. In giving this opinion we have relied (without further verification) upon the completeness and accuracy of the Officer's Certificate.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that the Common Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in accordance with the Plan and the Minutes and when appropriate entries have been made in the register of members of the Company in respect thereof will be legally and validly issued and will be fully paid and non-assessable.

4 Qualifications

This opinion is subject to the following qualification and limitation that under the Companies Law (2013 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2013 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the headings "Exhibits" and "Exhibit Index" in the Form S-8 included in the Registration Statement. In the giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2016 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Herbalife Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
May 5, 2016