
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934 AMENDMENT NO. 1

HERBALIFE NUTRITION LTD.

(Name of Subject Company (Issuer))

Herbalife Nutrition Ltd.

(Name of Filing Persons (Offeror))

Common Shares, par value \$0.001 per share
(Title of Class of Securities)

G4412G101
(CUSIP Number of Class of Securities)

John G. DeSimone
Chief Financial Officer
Herbalife Nutrition Ltd.
P.O. Box 309GT
Ugland House, South Church Street
Grand Cayman, Cayman Islands
(213) 745-0500

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Jonathan K. Layne
James J. Moloney
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2029 Century Park East
Los Angeles, CA 90067
(310) 552-8500

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee**
\$600,000,000	\$74,700***

* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of common shares, par value \$0.001 per share, of the Issuer for a maximum aggregate tender offer price of \$600,000,000.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) and Rule 1-11(d) of the Securities Exchange Act of 1934, as amended and Fee Rate Advisory #1 for Fiscal Year 2018 equals \$124.50 per \$1,000,000 of the aggregate value of the transaction.

*** Amount Previously Paid: \$74,700.00 Form or Registration No.: Schedule TO-I Date Filed: April 18, 2018

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to the Tender Offer Statement on Schedule TO (the "Amendment") filed by Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company"), amends and supplements the Schedule TO filed by the Company with the Securities and Exchange Commission (the "SEC") on April 18, 2018 (together with any amendments and supplements hereto, this "Schedule TO"). This Schedule TO relates to the offer by the Company to purchase common shares, par value \$0.001 per share in the capital, of the Company (the "common shares"), for an aggregate cash purchase price of up to \$600 million and at a price per share not greater than \$108.00 nor less than \$98.00 per share, net to the seller in cash, less any applicable tax withholding and without interest, and as adjusted for any stock split, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 18, 2018 (the "Offer to Purchase"), and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The Schedule TO, and all the information set forth in the Offer to Purchase, to the extent incorporated by reference therein, is hereby amended and supplemented as set forth below. Every Item in the Schedule TO is automatically updated, to the extent such Item incorporates by reference any section of the Offer to Purchase that is amended and supplemented therein. All capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Offer to Purchase.

Items 1 through 11.

On April 24, 2018, the Company announced that shareholders approved the previously announced two-for-one stock split at its Annual General Meeting of Shareholders. The Company also issued a press release in connection with the foregoing, which is filed as Exhibit (a)(5)(A) to this Amendment and is hereby incorporated into the Schedule TO and the Offer to Purchase.

On April 27, 2018, the Company announced an extension of the Expiration Time of the Offer from 5:00 P.M., New York City time, Wednesday, May 16, 2018, to 5:00 P.M., New York City time, Thursday, May 24, 2018, unless the tender offer is further extended. The Company also issued a press release in connection with the foregoing, which is filed as Exhibit (a)(5)(B) to this Amendment and is hereby incorporated by reference into the Schedule TO and the Offer to Purchase.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibit:

Exhibit	Description
(a)(5)(A)	Press release issued by the Company, dated April 24, 2018.
(a)(5)(B)	Press release issued by the Company, dated April 27, 2018.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HERBALIFE NUTRITION LTD.

By: /s/ JOHN G. DESIMONE

Name: John G. DeSimone

Title: *Chief Financial Officer*

Dated: April 27, 2018

EXHIBIT INDEX

Exhibit	Description
(a)(1)(A) *	Offer to Purchase, dated April 18, 2018.
(a)(1)(B) *	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C) *	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(D) *	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E) *	Press release issued by the Company, dated April 18, 2018.
(a)(1)(F) *	Notice to Participants in the Company's Employee Stock Purchase Plan.
(a)(5)(A)	Press release issued by the Company, dated April 24, 2018.
(a)(5)(B)	Press release issued by the Company, dated April 27, 2018.
(b)	Not applicable.
(d) #	Agreement by and among the Company and Carl C. Icahn and his controlled affiliates, dated August 21, 2017.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed
Previously filed on August 21, 2017 as an Exhibit to the Company's Tender Offer Statement on Schedule TO and incorporated herein by reference.



FOR IMMEDIATE RELEASE

**Herbalife Ltd. Announces Strategic Name Change to Herbalife Nutrition Ltd.,
Reflecting its Leadership as a Premier Global Nutrition Company**

Shareholders Approve Two-for-One Stock Split

LOS ANGELES (April 24, 2018)– Herbalife Ltd. (NYSE: HLF) today announced its name change to “Herbalife Nutrition Ltd.,” as approved by shareholders at its annual general meeting of shareholders. The evolution of the Company’s name reflects the investments Herbalife Nutrition has made to become a leader in the nutrition industry, and its commitment to making the world healthier and happier.

“More than ever before, consumers give our distributors permission to be their partner in seeking better nutrition and a more healthy and active lifestyle. Our new name, Herbalife Nutrition, reflects our strategic transformation as a leader in the nutrition industry,” said Rich Goudis, Herbalife Nutrition CEO.

Common shares of Herbalife Nutrition, which are traded on the New York Stock Exchange (NYSE), will begin trading under the new name on April 25, 2018; the ticker symbol will remain “HLF”. In addition to the name change, shareholders also voted to approve a previously announced two-for-one stock split. The record date for the stock split is May 7, 2018 and the stock split distribution date is May 14, 2018. Common share certificates bearing the old Company name, “Herbalife Ltd.,” continue to be valid, and shareholders are not required to exchange their existing common share certificates for new certificates bearing the new company name.

The Company now has more than 300 staff scientists and five state-of-the-art innovation and manufacturing facilities. Its Nutrition Advisory Board, Dietetic Advisory Board, and Fitness Advisory Board are comprised of leading experts in the fields of nutrition, health, and fitness. These advisors support distributor education and training, product development and innovation initiatives. The Herbalife Nutrition Institute also serves as an informational resource dedicated to promoting excellence in the field of nutrition.

In addition to offering customers quality nutrition products and a wide-ranging, customizable wellness program, Herbalife Nutrition also provides an economic opportunity to those interested in part-time or full-time work. The Company’s products are available exclusively through a global network of dedicated independent distributors who provide a unique one-on-one, high-touch experience for their customers. This “Distributor Difference” is critically needed in the field of nutrition because of the complexity involved, and personalization essential to weight management due to the necessary behavior and lifestyle change required to live a more healthy and active life.

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About Herbalife Nutrition Ltd.:

Herbalife Nutrition is a global nutrition company whose purpose is to make the world healthier and happier. The Company has been on a mission for nutrition—changing people’s lives with great nutrition products and programs—since 1980. Together with our Herbalife Nutrition independent distributors, we are committed to providing solutions to the worldwide problems of poor nutrition and obesity, an aging population, skyrocketing public healthcare costs and a rise in entrepreneurs of all ages. Herbalife Nutrition offers high-quality, science-backed products, most of which are produced in Company-operated facilities, one-on-one coaching with an Herbalife Nutrition independent distributor, and a supportive community approach that inspires customers to embrace a healthier, more active lifestyle.

Herbalife Nutrition’s targeted nutrition, weight-management, energy and fitness and personal care products are available exclusively to and through its independent distributors in more than 90 countries. Through its corporate social responsibility efforts, Herbalife Nutrition supports the Herbalife Family Foundation (HFF) and its Casa Herbalife programs to help bring good nutrition to children in need. Herbalife Nutrition is also proud to sponsor more than 190 world-class athletes, teams and events around the globe, including Cristiano Ronaldo, the LA Galaxy, and numerous Olympic teams.

Herbalife Nutrition has over 8,000 employees worldwide, and its shares are traded on the New York Stock Exchange (NYSE: HLF) with net sales of approximately \$4.4 billion in 2017. To learn more, visit Herbalife.com or IAmHerbalife.com.

Herbalife Nutrition also encourages investors to visit its investor relations website at ir.herbalife.com as financial and other information is updated and new information is posted.

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Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements.” All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws. Forward-looking statements include, but are not limited to, statements regarding the Company’s initiative to enhance shareholder value as described herein, including the corporate name change and anticipated stock split, and our expectations, hopes or intentions regarding such future plans. 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 SEC. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date of this press release. No assurances can be given that the anticipated stock split or name change will be implemented. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, after the date of this press release, in order to reflect changes in circumstances or expectations or the occurrence of unanticipated events, except to the extent required by applicable securities laws. All forward-looking statements are qualified in their entirety by reference to the factors discussed above and under “Risk Factors” set forth in Part I, Item 1A

and elsewhere of the Company's Annual Report on Form 10-K, filed with the SEC on February 22, 2018, as well as the risks and uncertainties discussed in the Company's other filings with the SEC. We qualify all of our forward-looking statements by these cautionary statements. We caution you that these risks are not exhaustive.



HERBALIFE NUTRITION ANNOUNCES EXTENSION OF ITS TENDER OFFER

FOR COMMON SHARES

LOS ANGELES, (April 27, 2018)—Herbalife Nutrition Ltd. (NYSE: HLF) (“Herbalife Nutrition” or “the Company”) announced today it is extending the expiration time of its previously announced tender offer from 5:00 P.M., New York City time, Wednesday, May 16, 2018, to 5:00 P.M., New York City time, Thursday, May 24, 2018, unless the tender offer is further extended.

The tender offer is for Herbalife Nutrition’s common shares, par value \$0.001 per share (“shares”), for an aggregate cash purchase price of up to \$600 million and at a per share price not greater than \$108.00 nor less than \$98.00, the exact price to be determined through a “modified Dutch Auction,” and adjusted for any stock split. The tender offer consideration remains the same. The full terms and conditions of the tender offer are discussed in the Offer to Purchase, dated April 18, 2018 (“Offer to Purchase”), and the associated Letter of Transmittal and other materials relating to the tender offer that Herbalife Nutrition filed on April 18, 2018 with the Securities and Exchange Commission (“SEC”).

The tender offer is not contingent upon obtaining any financing. However, the tender offer is subject to a number of other terms and conditions, which are described in detail in the Offer to Purchase.

None of Herbalife Nutrition, its board of directors or its affiliates, nor the information agent or the depository and paying agent, are making any recommendation to shareholders as to whether to tender or refrain from tendering their shares into the tender offer. Shareholders must decide how many shares they will tender, if any, and the cash price within the stated range at which they will offer their shares for purchase by Herbalife Nutrition. In doing so, shareholders should read carefully the information in the Offer to Purchase and the other tender offer documents.

As previously announced, shareholders approved a two-for-one stock split at Herbalife Nutrition’s Annual General Meeting of Shareholders held on April 24, 2018. The stock split shares will be payable on May 14, 2018 to shareholders of record on May 7, 2018. The Company expects the common shares will go ex-dividend on the New York Stock Exchange on May 15, 2018. Based on conversations with The Depository Trust Company (“DTC”), the Company expects split share entitlements will be allocated to shareholder accounts on May 17, 2018 (the “split share allocation date”). DTC has informed the Company it is unable to process tender instructions until after the split share allocation date. Accordingly, shareholders who hold shares outside of DTC, who wish to tender shares prior to the split share allocation date should do so by means of a Letter of Transmittal specifying the total number of common shares being tendered on a pre-split basis. After the split share allocation date, and prior to the expiration time, shareholders who hold shares through DTC, may tender shares by means of instructions communicated to DTC through the Automated Tender Offer Program (“ATOP”).

For more information about our “modified Dutch auction” tender offer and other details, please visit our investor website <http://ir.herbalife.com> or refer to the Offer to Purchase.

Georgeson LLC is the information agent for the tender offer and shareholders seeking additional information about the tender offer and process should contact them toll free at (877) 278-4774. Computershare Trust Company, N.A. is the depository and paying agent for the tender offer.

Copies of the Offer to Purchase, Letter of Transmittal, and other related materials are available free of charge from Georgeson LLC, or on the SEC’s website, at www.sec.gov. Herbalife Nutrition’s other public filings with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, are also available for free on the SEC’s website at www.sec.gov.

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY. THE TENDER OFFER IS MADE ONLY PURSUANT TO AN OFFER TO PURCHASE, LETTER OF TRANSMITTAL, AND RELATED MATERIALS THAT HERBALIFE NUTRITION DISTRIBUTED TO ITS SHAREHOLDERS. HERBALIFE FILED A TENDER OFFER STATEMENT ON SCHEDULE TO WITH THE SEC ON APRIL 18, 2018. HERBALIFE NUTRITION'S SHAREHOLDERS SHOULD READ THESE MATERIALS AND THE DOCUMENTS INCORPORATED THEREIN BY REFERENCE CAREFULLY AND IN THEIR ENTIRETY BEFORE MAKING ANY DECISION WITH RESPECT TO THE TENDER OFFER.

About Herbalife Nutrition Ltd.

Herbalife Nutrition is a global nutrition company whose purpose is to make the world healthier and happier. The Company has been on a mission for nutrition—changing people's lives with great nutrition products and programs—since 1980. Together with our Herbalife Nutrition independent distributors, we are committed to providing solutions to the worldwide problems of poor nutrition and obesity, an aging population, skyrocketing public healthcare costs and a rise in entrepreneurs of all ages. Herbalife Nutrition offers high-quality, science-backed products, most of which are produced in Company-operated facilities, one-on-one coaching with an Herbalife Nutrition independent distributor, and a supportive community approach that inspires customers to embrace a healthier, more active lifestyle.

Herbalife Nutrition's targeted nutrition, weight-management, energy and fitness and personal care products are available exclusively to and through its independent distributors in more than 90 countries. Through its corporate social responsibility efforts, Herbalife Nutrition supports the Herbalife Family Foundation (HFF) and its Casa Herbalife programs to help bring good nutrition to children in need. Herbalife Nutrition is also proud to sponsor more than 190 world-class athletes, teams and events around the globe, including Cristiano Ronaldo, the LA Galaxy, and numerous Olympic teams.

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February 22, 2018, as well as the risks and uncertainties discussed in the Company's other filings with the SEC, including risks resulting from a decrease in the public float of the shares which may result in less liquidity and trading volume of the shares after the consummation of the tender offer described herein and could result in an increase in price volatility. We qualify all of our forward-looking statements by these cautionary statements. We caution you that these risks are not exhaustive. We operate in a continually changing business environment and new risks emerge from time to time.