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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 8, 2019**

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**Herbalife Nutrition Ltd.**

(Exact Name of Registrant as Specified in Charter)

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**Cayman Islands**  
(State or Other Jurisdiction  
of Incorporation)

**1-32381**  
(Commission  
File Number)

**98-0377871**  
(IRS Employer  
Identification No.)

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

**KY1-1106**  
(Zip Code)

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

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**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 January 8, 2019, Herbalife Nutrition Ltd. (the “Company”) issued a press release (“Press Release”) announcing, among other things, its preliminary volume points results for the fourth quarter of 2018. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 2.02, including Exhibit 99.1 attached hereto, 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 (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective as of January 8, 2019 (the “Effective Date”), Richard P. Goudis voluntarily resigned as the Chief Executive Officer of the Company. In connection with Mr. Goudis’ resignation, Herbalife International of America, Inc., a wholly-owned subsidiary of the Company, entered into a Separation Agreement and General Release with Mr. Goudis, dated January 8, 2019 (the “Agreement”).

Pursuant to the terms of the Agreement, Mr. Goudis: (i) will not compete with the Company and its business between the Effective Date and December 31, 2019 (the “Relevant Period”), (ii) will not solicit any of the Company’s employees, distributors or customers during the Relevant Period, (iii) will not disparage, defame or make any negative or derogatory statements about the Company or any of its affiliates, past or current officers, directors, employees or members, and (iv) will cooperate with the Company in connection with any internal or external investigations. Additionally, the Agreement includes a customary general release by Mr. Goudis of all claims against the Company and its affiliates and reinforces Mr. Goudis’ obligation to not disclose any confidential information. The foregoing items are collectively referred to as the “Payment Requirements.”

In exchange for the foregoing, the Company shall pay Mr. Goudis remuneration in the amount of \$3,500,000, seventy-five (75%) of which will be paid in equal installments between the Effective Date and November 30, 2019, and twenty-five (25%) of which will be paid in a lump sum on the first regular payroll day after December 1, 2019. All such payments are contingent on Mr. Goudis’ continued compliance with the Payment Requirements. Breach of any of the Payment Requirements will allow the Company to terminate any additional payments and recoup any previously paid amounts.

**Item 7.01. Regulation FD Disclosure.**

The Press Release is incorporated into this Item 7.01 by reference. The information contained in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release issued by Herbalife Nutrition Ltd. on January 8, 2019](#)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*January 8, 2019*

Herbalife Nutrition Ltd.

By: /s/ Henry Wang

Name: Henry Wang

Title: EVP, General Counsel



Herbalife Nutrition Announces Michael O. Johnson Will Reassume The Role of Chief Executive Officer On An Interim Basis Following The Departure of CEO Richard Goudis

LOS ANGELES (January 8, 2019) – The Board of Directors of Herbalife Nutrition Ltd. (“Board”) announced today that effective immediately, Michael O. Johnson, the Company’s Executive Chairman, who led Herbalife Nutrition Ltd. (“Company”) as its Chief Executive Officer from 2003 to 2017, will reassume the role of Chief Executive Officer on an interim basis following the resignation of current CEO Richard Goudis.

Mr. Johnson will oversee the operations of the Company, along with other senior executives, and continue to drive Herbalife Nutrition’s strong performance and growth trajectory. Pursuant to the Board’s succession plan, and to ensure an effective and orderly transition to a permanent CEO in the future, the Board expects to select the permanent CEO from the Company’s proven senior leadership team.

Mr. Goudis’ departure is not due to any issues regarding the Company’s financial reporting, but pertains to comments which recently came to light, made by Mr. Goudis prior to his role as CEO, that are contrary to the Company’s expense-related policies and business practices. The comments made were inconsistent with Herbalife Nutrition’s standards and do not reflect the Company’s culture.

The Company today also announced preliminary volume point results for the fourth quarter 2018 which were up 11.6% worldwide from the same period in 2017<sup>(1)(2)</sup> and reaffirmed its initial full year 2019 guidance as announced on October 30, 2018, thereby demonstrating the Company’s consistent and continued confidence in the business moving forward.

(1) During 2018, the Company adjusted volume point values for certain products in Mexico, North America and South & Central America. Excluding these adjustments, the worldwide total year over year change in volume points would have been an increase of 10.8%.

(2) The volume point results are preliminary and may be subject to revision based upon the completion of the Company’s year-end financial closing process. The Company expects to report its final volume point results, as well as its financial results for the fourth quarter and full year 2018 and provide an update to 2019 guidance, on February 19, 2019.

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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 Nutrition Foundation (HNF) 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.

Herbalife Nutrition has approximately 8,300 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](http://Herbalife.com) or [IAmHerbalife.com](http://IAmHerbalife.com).

Herbalife Nutrition also encourages investors to visit its investor relations website [tir.herbalife.com](http://tir.herbalife.com) as financial and other information is updated and new information is posted.

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Herbalife Nutrition Ltd.

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## FORWARD-LOOKING STATEMENTS

*This release contains “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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:*

- our relationship with, and our ability to influence the actions of, our Members;
- improper action by our employees or Members 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;
- 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 markets in which we operate;
- legal challenges to our network marketing program;
- the consent order entered into with the FTC, the effects thereof and any failure to comply therewith;
- 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 interpretation and enforcement of legislation in China governing direct selling and anti-pyramiding;
- our inability to obtain the necessary licenses to expand our direct selling business in China;
- adverse changes in the Chinese economy;
- our dependence on increased penetration of existing markets;
- any material disruption to our business caused by natural disasters, other catastrophic events, acts of war or terrorism, or cyber-security incidents;
- contractual limitations on our ability to expand our business;
- our reliance on our information technology infrastructure and outside manufacturers;
- the sufficiency of our trademarks and other intellectual property rights;
- product concentration;
- our reliance upon, or the loss or departure of any member of, our senior management team which could negatively impact our Member relations and operating results;
- U.S. and foreign laws and regulations applicable to our international operations;
- uncertainties relating to the United Kingdom’s vote to exit from the European Union;

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- restrictions imposed by covenants in our credit facility;
  - risks related to the convertible notes;
  - uncertainties relating to the application of transfer pricing, duties, value added taxes, and other tax regulations, and changes thereto;
  - changes in tax laws, treaties or regulations, or their interpretation;
  - taxation relating to our Members;
  - product liability claims;
  - our incorporation under the laws of the Cayman Islands;
  - 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.*