
**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): January 8, 2019

Herbalife Nutrition Ltd.

(Exact Name of Registrant as Specified in Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

1-32381
(Commission
File Number)

98-0377871
(IRS Employer
Identification No.)

**P.O. Box 309GT, Uglad 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)

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.

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

(e) On January 8, 2019, the Board of Directors (“Board”) of Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the “Company”), modified the compensation for Michael O. Johnson, the Company’s Chief Executive Officer and Executive Chairman. Effective January 8, 2019, Mr. Johnson’s annual base salary rate was increased to \$500,000. Mr. Johnson will continue to be eligible for an annual bonus targeted at 80% of his annual base salary. In the event Mr. Johnson is not employed by the Company at the time the Company pays annual bonuses to executives generally per the terms of the Company’s 2019 annual bonus plan, Mr. Johnson will be entitled to a pro-rata annual bonus for 2019 based upon the number of days he was employed by the Company during 2019. All other terms, conditions, obligations or agreements contained in Mr. Johnson’s Letter Agreement dated November 1, 2016 among the Company, Herbalife International of America, Inc. and Mr. Johnson, and any amendments thereto, remain in full force and effect.

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.

January 14, 2019

Herbalife Nutrition Ltd.

By: /s/ Henry Wang

Name: Henry Wang

Title: EVP and General Counsel