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

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**FORM 8-K/A  
(Amendment No. 1)**

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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): February 26, 2021**

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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, 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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Shares, par value \$0.0005 per share</b>	<b>HLF</b>	<b>New York Stock Exchange</b>

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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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 8-K/A amends the Current Report on Form 8-K filed on March 1, 2021 (the “Original Filing”) by Herbalife Nutrition Ltd. (the “Company”). At the time of the Original Filing, the Company’s Board of Directors (the “Board”) had not made any determinations regarding committee assignments for Sophie L’Hélias, Kevin M. Jones and Donal Mulligan. The Company hereby amends the Original Filing to include information on the committee assignments in Item 5.02 below.

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

On April 28, 2021, the Board appointed (i) Ms. L’Hélias to the Board’s Audit Committee and ESG Committee, (ii) Mr. Jones to the Board’s Compensation Committee, and (iii) Mr. Mulligan to the Board’s Audit Committee and Compensation Committee. All committee appointments are effective as of April 28, 2021.

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**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 Nutrition Ltd.

*May 4, 2021*

By: /s/ HENRY C. WANG

Name: Henry C. Wang

Title: EVP, General Counsel and Corporate Secretary