

**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): May 6, 2021

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 309
Ugland House
Grand Cayman
Cayman Islands**
(Address of Principal Executive Offices)

KY1-1104
(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))

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

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

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 8.01. Other Events.

On May 6, 2021, Herbalife Nutrition Ltd. (the “Company”) issued a press release announcing a proposed offering by its wholly owned subsidiaries HLF Financing SaRL, LLC and Herbalife International, Inc. of \$500 million principal amount of senior notes in a private offering to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On May 6, 2021, HLF Financing SaRL, LLC and Herbalife International, Inc. issued a notice of conditional redemption to the holders of all outstanding 7.250% senior notes due August 2026 (the “2026 Notes”). The 2026 Notes will be redeemed on May 21, 2021 (the “Redemption Date”) at a redemption price equal to the sum of \$400 million (100% of the aggregate principal amount of the 2026 Notes being redeemed), plus the Applicable Premium (as defined in the indenture governing the 2026 Notes), plus accrued and unpaid interest thereon to the Redemption Date. On and after the Redemption Date, interest will cease to accrue on the 2026 Notes and the 2026 Notes will cease to be outstanding. The redemption is conditioned upon completion of an offering of at least \$425 million aggregate principal amount of notes.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 [Press Release issued by Herbalife Nutrition Ltd. on May 6, 2021.](#)

104 Cover Page Interactive Data File – The cover page from the Company’s Current Report on Form8-K filed on May 6, 2021 is formatted in Inline XBRL (included as Exhibit 101).

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 6, 2021

By: /s/ Alexander Amezquita

Name: Alexander Amezquita
Title: Chief Financial Officer



Herbalife Nutrition Announces Proposed Offering of \$500 Million of Senior Notes to Redeem Existing Senior Notes

LOS ANGELES (May 6, 2021) — Herbalife Nutrition Ltd. (NYSE: HLF) (the “Company”), a global nutrition company, today announced that HLF Financing SaRL, LLC and Herbalife International, Inc., each a wholly owned subsidiary of the Company, intend, subject to market and other conditions, to offer \$500 million aggregate principal amount of senior notes due 2029 (the “Notes”) in a private offering to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

The Company expects to use the net proceeds from the offering to redeem all outstanding 7.250% senior notes due 2026, for general corporate purposes, which may include shares repurchases and other capital investment projects, and to pay related fees and expenses.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only pursuant to Rule 144A under the Securities Act and outside the United States in reliance on Regulation S under the Securities Act. The Notes have not been and are not expected to be registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Herbalife Nutrition Ltd.

Herbalife Nutrition is a global company that has been changing people’s lives with great nutrition products and a proven business opportunity for its independent distributors since 1980. The Company offers high-quality, science-backed products, sold in over 90 countries by entrepreneurial distributors who provide one-on-one coaching and a supportive community that inspires their customers to embrace a healthier, more active lifestyle. Through the Company’s global campaign to eradicate hunger, Herbalife Nutrition is also committed to bringing nutrition and education to communities around the world.

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, many of which are beyond our control. Additionally, many of these risks and uncertainties are, and may continue to be, amplified by the COVID-19 pandemic. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in or implied by our forward-looking statements include the following:

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- *the potential impacts of the COVID-19 pandemic on us; our Members, customers, and supply chain; and the world economy;*
 - *our ability to attract and retain Members;*
 - *our relationship with, and our ability to influence the actions of, our Members;*
 - *our noncompliance with, or improper action by our employees or Members in violation of, applicable U.S. and foreign laws, rules, and regulations;*
 - *adverse publicity associated with our Company or the direct-selling industry, 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 and industry;*
 - *legal and regulatory matters, including regulatory actions concerning, or legal challenges to, our products or network marketing program and product liability claims;*
 - *the Consent Order entered into with the FTC, the effects thereof and any failure to comply therewith;*
 - *risks associated with operating internationally and in China;*
 - *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, cybersecurity incidents, pandemics and/or other acts by third parties;*
 - *noncompliance by us or our Members with any privacy laws, rules, or regulations or any security breach involving the misappropriation, loss, or other unauthorized use or disclosure of confidential information;*
 - *contractual limitations on our ability to expand or change our direct-selling business model;*
 - *our reliance on our information technology infrastructure and manufacturing facilities and those of our outside manufacturers;*
 - *the sufficiency of our trademarks and other intellectual property;*
 - *product concentration;*
 - *our reliance upon, or the loss or departure of any member of, our senior management team;*
 - *restrictions imposed by covenants in the agreements governing our indebtedness;*
 - *risks related to our convertible notes;*
 - *changes in, and uncertainties relating to, the application of transfer pricing, customs duties, value added taxes, and other tax laws, treaties, and regulations, or their interpretation;*
 - *our incorporation under the laws of the Cayman Islands; 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.

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