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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): December 5, 2022**

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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 309, Uglund 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)

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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
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.

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**Item 8.01 Other Events.**

On December 5, 2022, Herbalife Nutrition Ltd. (the “Company”) issued a press release announcing a proposed offering of \$250.0 million aggregate principal amount of convertible 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. In addition, the Company expects to grant the initial purchasers an option to purchase, for settlement within a period of 13 days from, and including, the date the convertible senior notes are first issued, up to an additional \$37.5 million aggregate principal amount of convertible senior notes.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 [Press Release issued by Herbalife Nutrition Ltd. on December 5, 2022 announcing a proposed offering of \\$250 million aggregate principal amount of convertible senior notes.](#)
- 104 Cover Page Interactive Data File - The cover page from the Company’s Current Report on Form8-K filed on December 5, 2022 is formatted in Inline XBRL (included as Exhibit 101).

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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.

*December 5, 2022*

Herbalife Nutrition Ltd.

By: /s/ Alexander Amezquita

Name: Alexander Amezquita

Title: Chief Financial Officer



**HERBALIFE NUTRITION ANNOUNCES PROPOSED OFFERING OF \$250 MILLION AGGREGATE PRINCIPAL AMOUNT OF CONVERTIBLE SENIOR NOTES**

**LOS ANGELES (December 5, 2022)**—Herbalife Nutrition Ltd. (NYSE: HLF) (the “Company”) today announced that it intends, subject to market and other conditions, to offer \$250 million aggregate principal amount of convertible senior notes due 2028 (the “Convertible 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”). In addition, the Company expects to grant the initial purchasers of the Convertible Notes an option to purchase, for settlement within a period of 13 days from, and including, the date the Convertible Notes are first issued, up to an additional \$37.5 million principal amount of Convertible Notes.

Final terms of the Convertible Notes, including the initial conversion price, interest rate and certain other terms of the Convertible Notes will be determined at the time of pricing. The Convertible Notes will be senior, unsecured obligations of the Company, and are expected to pay interest semiannually. Upon conversion, the Convertible Notes will be settled in cash and, if applicable, the Company’s common shares, based on a conversion rate to be determined at the pricing of the Convertible Notes. The Convertible Notes will mature on June 15, 2028, unless redeemed, repurchased or converted in accordance with their terms prior to such date. Prior to March 15, 2028, the Convertible Notes will be convertible only upon the occurrence of certain events and during certain periods, and thereafter, at any time until the second scheduled trading day immediately preceding the maturity date.

The Convertible Notes will be redeemable, in whole or in part, at the Company’s option at any time, and from time to time, on or after June 15, 2026, but only if the last reported sale price per common share exceeds 130% of the conversion price of the Convertible Notes on (i) each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (ii) the trading day immediately before the date the Company sends such redemption notice. In addition, the Company will have the right to redeem all, but not less than all, of the Convertible Notes if certain changes in tax law occur. The redemption price will be equal to the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

The Company expects to use the net proceeds from the offering to repurchase a portion of the Company’s existing 2.625% convertible senior notes due 2024 (the “Existing Convertible Notes”) from a limited number of holders in privately negotiated transactions, and the remainder of the net proceeds for general corporate purposes.

Holder of the Existing Convertible Notes that are repurchased in the concurrent private repurchases described above may purchase the Company’s common shares in the open market to unwind any hedge positions they may have with respect to the Existing Convertible Notes or, if they purchase Convertible Notes in the offering, may increase their existing or enter into new hedge positions. The net impact of these activities may negatively affect the trading price of the Company’s common shares.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Convertible Notes or the common shares issuable upon conversion of the Convertible Notes, nor shall there be any sale of these securities 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.

The Convertible Notes and any common shares issuable upon conversion of the Convertible 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 business opportunity for its independent distributors since 1980. The Company offers science-backed products to consumers in 95 markets through 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 commitment to nourish people, communities and planet, Herbalife Nutrition pledges to achieve 50 million positive impacts – tangible acts of good – by 2030, its 50th anniversary.

#### **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 or outcomes 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:*

- *the potential impacts of the COVID-19 pandemic and current global economic conditions, including inflation, 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 and evolving industry standards, including with respect to climate change, sustainability, and other environmental, social, and governance, or ESG, matters;*
- *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;*

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- *risks associated with operating internationally and in China;*
  - *our ability to execute our growth and other strategic initiatives, including implementation of our transformation program and increased penetration of our existing markets;*
  - *any material disruption to our business caused by natural disasters, other catastrophic events, acts of war or terrorism, including the war in Ukraine, cybersecurity incidents, pandemics, and/or other acts by third parties;*
  - *our ability to adequately source ingredients, packaging materials, and other raw materials and manufacture and distribute our products;*
  - *our reliance on our information technology infrastructure;*
  - *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;*
  - *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, income tax, 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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