## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Respons	ses)												
Name and Address of Reporting Person * DeSimone John			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406			3. Date of Earliest Transaction (Month/Day/Year) 05/08/2012						X Office	er (give title bel Chie	ow) (ef Financial O	Other (specify be fficer	elow)
(Street) LOS ANGELES, CA 90015			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	f Code (Instr. 8)		ion 4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		of (D)			Following (s)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			(**************************************	Code	V	Amoun	(A) or (D)	Price		u. 5 unu 1)		or Indirect (I) (Instr. 4)	
Common Stock		05/08/2012		F(1)		2,516	D	\$ 0	29,282			D	
									•				
1. Title of Derivative Security (Instr. 3)  Conversion or Exercise Price of Derivative Security	e (Month/Day/	3A. Deemed Execution Da any	(e.g., puts, calls, warrants, o		and Expiration Date (Month/Day/Year)  e e (Institute of the control of the contro			7. Tanda Ama Und Secu	•		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4)	Ownersh Form of Derivating Security Direct (I or Indire	Owners cy: (D) rect
				4, and 5)					1	_			
					Date Exer	cisable	Expiration Date	Title	Amount or Number of				
			Code V	(A) (D)					Shares				

	Relationships						
Reporting Owner Name / Address	Director	Director Officer Officer		Other			
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Financial Officer				

## **Signatures**

John DeSimone by Brett R. Chapman, Attorney-in-Fact	05/09/2012	
**Signature of Reporting Person	Date	

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of
- (1) Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.