


				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	X		Chairman & CEO	

Signatures

Michael O. Johnson by Brett R. Chapman, Attorney-in-Fact		10/26/2012
		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).
The amount of securities beneficially owned directly by the reporting person has been increased by 71,296 shares to reflect the transfer on September 10, 2012 by the reporting person of 35,648 shares of Herbalife common stock, and the transfer by the reporting person's spouse on September 10, 2012 of 35,648 shares of Herbalife common stock, from each of their respective grantor retained annuity trusts to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.
- (1) This transaction involved a gift of securities by the reporting person to irrevocable trusts for the benefit of his children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (2) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
This transaction involved a gift of securities by the reporting person to an irrevocable trust for the benefit of his daughter, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.
- (3) This transaction involved a gift of securities from the reporting person's spouse to irrevocable trusts for the benefit of their children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (4) The amount of securities beneficially owned by the grantor retained annuity trust of the reporting person's spouse has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their daughter, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.
- (5) This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (6) The amount of securities beneficially owned by the grantor retained annuity trust of the reporting person's spouse has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their daughter, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.
- (7) This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (8) The amount of securities beneficially owned by the grantor retained annuity trust of the reporting person's spouse has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their daughter, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.

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.