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

	pe Response	/												
1. Name and Address of Reporting Person* CHAPMAN BRETT			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)Director10% Owner					
800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest Transaction (Month/Day/Year) 02/27/2014						X Officer (give title below) Other (specify below) Chief Legal Officer				
LOS AN	GELES, C	(Street)		4. If Amendmen	t, Date Or	iginal F	iled(Month	/Day/Year)		_X_ Form fil	ed by One Repo	Group Filing orting Person One Reporting		ble Line)
(City		(State)	(Zip)	7	Table I - N	lon-De	rivative S	Securities	Acqui	ired, Dispe	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	if Code (Instr.	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following Reported Transaction(s)		Ownership Form:	Beneficial	
					Cod	e V	Amoun	(A) or (D)	Price	(Instr. 3 a	str. 3 and 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	n Stock		02/27/2014		F(1	1	6,162	D	\$ 0	33,373			D	
Commor	n Stock									200			I	By children (2)
						con	tained ir	n this for	m are	not requ		ormation spond unle		1474 (9-02)
				Derivative Secur		ired, D	isposed (of, or Ben	eficial	•		trol numbe		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		n 3A. Deemed Execution Data	Derivative Secur e.g., puts, calls, v 4. Transaction Code (ear) (Instr. 8)	5.	ired, E option: 6. I and (Mo	isposed (of, or Ben tible secur cisable on Date	rities) 7. To Amo	•	8. Price of	9. Number Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form o Derivat Security Direct (or Indir	Beneficia Ownersh (Instr. 4)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CHAPMAN BRETT						
800 W. OLYMPIC BOULEVARD, #406			Chief Legal Officer			
LOS ANGELES, CA 90015						

Signatures

Brett R. Chapman	03/03/2014		
**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 or her 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
- (1) Statement of 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.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemd as an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or 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.