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

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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 Responses)  1. Name and Address of Reporting Person * Barnes Leroy Jr.		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406		3. Date of Earliest Transaction (Month/Day/Year) 04/30/2014					Office	r (give title belo	ow)(	Other (specify be	low)
(Street) LOS ANGELES, CA 90015	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person						
(City) (State)	(Zip)	Ta	ble I - Non	-Derivativ	e Securities	Acqu	ired, Disp	osed of, or I	Beneficially (	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A)	4. Securities Acquired		5. Amount of Securities Beneficially Owned Followin Reported Transaction(s) (Instr. 3 and 4)		Collowing (s)	g Ownership Form:	7. Nature of Indirect Beneficial Ownership
		(World Bay Tear)	Code	V Amo	unt (A) or (D)	Price	(msu. 3 a	r. 3 and 4)		or Indirect (Instr. 4)	
Common Stock	04/30/2014		A <sup>(1)</sup>	2,0	0 A	\$ 0	2,000			D	
				Parsons	tly.	nd to	the colle	ction of inf	ormation	SEC 1	474 (0-02)
		Derivative Securiti e.g., puts, calls, wa	es Acquire	contained the form ed, Dispose	who respo in this for lisplays a	m are curre eficial	not requesting ntly valid		ormation spond unlea trol number	ss	474 (9-02)
1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Month/Derivative Security	ction 3A. Deemed Execution Date any	e.g., puts, calls, wa 4. Transaction Code (arear) (Instr. 8)	es Acquire rrants, op	contained the form ed, Dispose	who respo in this for lisplays a d of, or Ben ertible secu ercisable tion Date	eficial rities) 7. T Amo	not requesting ntly valid	OMB conf	spond unles	f 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Naturof Indire Benefici Ownersl (Instr. 4)

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Barnes Leroy Jr. 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	X					

# **Signatures**

Leroy Barnes by Jim Berklas, Attorney-in-Fact	05/02/2014
**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).
- (1) Consists of restricted stock units granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 25% will vest on each of July 15, 2014, October 15, 2014, January 15, 2015 and April 15, 2015.

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.