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

Name and Address of Reporting Person* Bermingham Richard P			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner					
rt) /D.	(Middle)		· · · · · · · · · · · · · · · · · · ·						i	Officer (give title below) Other (specify below)					
(Street) LOS ANGELES, CA 90015				4. If Amendment, Date Original Filed(Month/Day/Year) 05/02/2014							6. Individual or Joint/Group Filing/Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
te)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							Owned						
Date	2. Transaction Date (Month/Day/Year)	any	if Co	ode	ction				Beneficially Owned Following Reported Transaction(s)		6. Ownership Form:	Beneficial			
		(Month/D	ay/1e		Code	V	Amoun	(A) or (D)	Price	(mstr. 3 a	3 and 4)		or Indirect (I)	Ownership (Instr. 4)	
04/3	30/2014 ⁽¹⁾				A ⁽²⁾		2,000	A	\$ 0	14,000			D		
	(6			varra		tions,	conver	tible secur	ities)						
1. Title of Derivative Conversion Date Execution Security or Exercise (Month/Day/Year)		(e.g., puts, calls, wa 4. Transaction Code Year) (Instr. 8)		5. Nur of Der Sec Acc (A) Disjof (5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year) US		7. Ti Amo Undo Secu	Citle and sount of derlying curities (Instr. 5)		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (or Indirects)	(Instr. 4)	
				4, a	nd 5)					Amount					
t (2. Tr Date (Mor	(Middle) (VD. (Middle) (VD. (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - I (mansaction 3A. Deemed Execution Data (hth/Day/Year) (Middle) (Zip) (Zip) (All (Zip)	HERBA (Middle) 3. Date of O4/30/20 4. If Ame O5/02/20 (Zip) 2. Transaction Date Execution any (Month/Day/Year) 04/30/2014(1) te line for each class of securities benefit (e.g., puts, ansaction Bate Care Code Execution Date, if Transaction any Code Execution Date, if Code Execution Date, if Code Execution Date, if Code Code Code Code Code Code Code Code	HERBALIFE (Middle) 3. Date of Earlie 04/30/2014 4. If Amendmen 05/02/2014 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Year) 4. If Amendmen 05/02/2014 2A. Deemed Execution Date, any (Month/Day/Year) 4. If Amendmen 05/02/2014 2A. Deemed Execution Date, any (Month/Day/Year) 4. If Amendmen 05/02/2014 2A. Deemed Execution Date, any (Month/Day/Year) 4. Transaction 2A. 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[HLF] X_Director Officer (give title below) X_Director Officer (give title below X_Director Officer (give title	HERBALIFE LTD. [HLF] X_Director Officer (give title below) Other (specify by 10%) Other	

D (1 0 N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Bermingham Richard P 800 W. OLYMPIC BLVD.	X					
LOS ANGELES, CA 90015						

Signatures

Richard Bermingham by Jim Berklas, Attorney-in-Fact	05/05/2014
**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.
- (2) This amended Form 4 (4/A) is being filed to correct a typographical error in the reporting person's Form 4 filed on 05/02/2014. The original Form 4 incorrectly reported that the reporting person disposed of restricted stock units.

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.