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

1. Name and Address of Reporting Person * COZZA KEITH			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 BLVD, SUITE 406			3. Date of Earliest Transaction (Month/Day/Year) 05/07/2015					Officer (give title below) Other (specify below)				
(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)	e)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially				Beneficially (Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr. 8)	(A)	4. Securities Acquires (A) or Disposed of (I (Instr. 3, 4 and 5)		5. Amount of Securitie Beneficially Owned For Reported Transaction(s) (Instr. 3 and 4)		ollowing (s) F	Ownership of Form:	Beneficial
			(Month/Day/Tear	Code	V Am	ount (A) or	Price	(msur. 3 a	or Indir (I)		or Indirect	ect (Instr. 4)
Common Stock	05/07	7/2015		A ⁽¹⁾	2,5	10 A	\$ 0	4,510			D	
Reminder: Report on a separate	te line for each	class of securit	ties beneficially ov	wned direc	Persons	who respo			ction of inf	formation spond unles		474 (9-02)
Reminder: Report on a separate	te line for each o	Table II - D	Perivative Securit	ies Acquir	Persons containe the form	who respond in this following the displays and of, or Be	orm are currei	not requesting ntly valid	uired to res		ss	474 (9-02)
1. Title of 2. 3. Tranderivative Conversion Date	ansaction 3 Enth/Day/Year)	Table II - D (e. 3A. Deemed Execution Date	Perivative Securit. g., puts, calls, wa 4. Transaction Code (Instr. 8)	ies Acquir arrants, oj	Persons containe the form ed, Disposotions, containe Expirations (Month/D	who respond in this for displays and of, or Be ertible sector carcisable ation Date any/Year)	rm area current reficial urities) 7. Ti Amo Und Secu (Inst 4)	not requesting ntly valid	OMB conf	spond unles	f 10. Ownersh Form of Derivativ Security: Direct (I or Indire	ip of Indir Benefic Owners (Instr. 2

Reporting Owners

D (O N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
COZZA KEITH 800 W. OLYMPIC BLVD SUITE 406 LOS ANGELES, CA 90015	X					

Signatures

Keith Cozza by Mark Friedman, Attorney-in-Fact	05/11/2015
**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. This award will vest 100% on May 7, 2016.

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.