

# FORM 4

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Estimated average burden  
 hours per response... 0.5

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**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 *<br><b>Hienrich Edi</b><br><small>(Last) (First) (Middle)</small><br>800 W. OLYMPIC BLVD. SUITE 406<br><small>(Street)</small><br>LOS ANGELES, CA 90015<br><small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol<br><b>HERBALIFE LTD. [HLF]</b><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/07/2015</b><br>4. If Amendment, Date Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP/Managing Director EMEA</b><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 08/07/2015                           |  | M <sup>(1)</sup>               |   | 3,600   | A          | \$ 6.82  | 9,947   | D  |   |
| Common Stock                    | 08/07/2015                           |  | D                              |   | 1,965   | D          | \$ 60    | 7,982   | D  |   |
| Common Stock                    | 08/07/2015                           |  | S <sup>(1)</sup>               |   | 5,487   | D          | \$ 60    | 2,495   | D  |   |
| Common Stock                    | 08/10/2015                           |  | S <sup>(1)</sup>               |   | 1,635   | D          | \$ 59.89 | 860   | D  |   |
| Common Stock                    | 08/07/2015                           |  | M <sup>(2)</sup>               |   | 3,060   | A          | \$ 6.82  | 3,403   | I  | By wife   |
| Common Stock                    | 08/07/2015                           |  | D                              |   | 1,670   | D          | \$ 60    | 1,733   | I  | By wife   |
| Common Stock                    | 08/07/2015                           |  | S <sup>(2)</sup>               |   | 343   | D          | \$ 60    | 1,390   | I  | By wife   |
| Common Stock                    | 08/10/2015                           |  | S <sup>(2)</sup>               |   | 1,390   | D          | \$ 59.89 | 0   | I  | By wife   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |         |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|---------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  | Title   |
| Stock Appreciation Rights                  | \$ 6.82  | 08/07/2015                           |  | M                              |   | 3,600   |     | 02/27/2012 <sup>(3)</sup>                                | 02/27/2019      | Common Stock  | 3,600                                      | \$ 0   | 0  | D  |         |
| Stock Appreciation Rights                  | \$ 6.82  | 08/07/2015                           |  | M                              |   | 3,060   |     | 02/27/2012 <sup>(3)</sup>                                | 02/27/2019      | Common Stock  | 3,060                                      | \$ 0   | 0  | I  | By wife |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Hienrich Edi<br>800 W. OLYMPIC BLVD. SUITE 406<br>LOS ANGELES, CA 90015 |               |           | SVP/Managing Director EMEA |       |

## Signatures

|   |                     |
|---|---------------------|
| Edi Hienrich by Mark Friedman, Attorney-in-Fact | 08/11/2015          |
| <small>Signature of Reporting Person</small>    | <small>Date</small> |

## 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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2015.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2015.
- (3) These stock appreciation rights were fully vested as of February 27, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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