

## INITIAL STATEMENT OF 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>Lamberti Frank<br><br>(Last) (First) (Middle)<br>800 W. OLYMPIC BLVD., SUITE 406<br><br>(Street)<br><br>LOS ANGELES, CA 90015<br><br>(City) (State) (Zip)          | 2. Date of Event Requiring Statement (Month/Day/Year)<br>01/01/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>HERBALIFE LTD. [HLF]   |  |
|  |   | 4. 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>SVP, Managing Dir. -North Asia | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 9,282 (1)   | D  |   |

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Stock Appreciation Right                   | (2)  | 02/27/2019      | Common Stock  | 6,666                      | \$ 6.82  | D   |   |
| Stock Appreciation Right                   | (3)  | 05/07/2020      | Common Stock  | 4,237                      | \$ 22.94   | D   |   |
| Stock Appreciation Right                   | (4)  | 05/18/2021      | Common Stock  | 4,861                      | \$ 53.29   | D   |   |
| Stock Appreciation Right                   | (5)  | 12/01/2021      | Common Stock  | 3,115                      | \$ 55.9  | D   |   |
| Stock Appreciation Right                   | (6)  | 05/31/2022      | Common Stock  | 12,295                     | \$ 44.79   | D   |   |
| Stock Appreciation Right                   | (7)  | 12/19/2023      | Common Stock  | 5,675                      | \$ 79.58   | D   |   |
| Stock Appreciation Right                   | (8)  | 04/30/2024      | Common Stock  | 7,217                      | \$ 59.98   | D   |   |
| Stock Appreciation Right                   | (9)  | 03/02/2025      | Common Stock  | 14,070                     | \$ 30.44   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Lamberti Frank<br>800 W. OLYMPIC BLVD., SUITE 406<br>LOS ANGELES, CA 90015 |               |           | SVP, Managing Dir. -North Asia |       |

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Frank Lamberti

01/08/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of the Issuer's common stock to which the Reporting Person became entitled upon vesting of restricted stock units, receipt of which the reporting person has elected to defer.
- (2) These stock appreciation rights were fully vested as of February 27, 2012.
- (3) These stock appreciation rights were fully vested as of May 7, 2013.
- (4) These stock appreciation rights were fully vested as of May 18, 2014.
- (5) These stock appreciation rights were fully vested as of December 1, 2014.
- (6) These stock appreciation rights were fully vested as of May 31, 2015.
- (7) 40% of these stock appreciation rights vested as of December 19, 2015 and the remaining 60% will vest on June 21, 2016.
- (8) 20% of these stock appreciation rights vested as of April 30, 2015, 20% will vest on April 30, 2016 and the remaining 60% will vest on April 30, 2017.
- (9) 20% of these stock appreciation rights will vest on March 2, 2016, 20% will vest on March 2, 2017 and the remaining 60% will vest on March 2, 2018.

### Remarks:

Exhibit List:

Exhibit 24 - Limited Power of Attorney

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.

FRANK LAMBERTI  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Mark Friedman and Eileen Uy, or either of them acting singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file the Form ID to be filed with the United States Securities and Exchange Commission (the "SEC"), including amendments thereto, and any other documents necessary or appropriate to obtain a (i) Central Index Key Code, (ii) CIK Confirmation Code, (iii) Password, (iv) Password Modification Code or (v) any other codes, passwords and passphrases as are required or appropriate to permit the undersigned to make electronic filings with the SEC;

(2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Herbalife Ltd., a Cayman Islands company (the "Company"), required to be filed with or submitted to the SEC, any national securities exchange or similar authority and the Company pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers and employee benefit plan administrators and trustees, and the undersigned hereby authorizes and approves any such release of information; and

(4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 22nd day of November, 2015.

Signed: \_\_\_\_/s/ Frank Lamberti\_\_\_\_\_  
FRANK LABERTI