

FORM 4

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

OMB APPROVAL

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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 Hienrich Edi <small>(Last) (First) (Middle)</small> 800 W. OLYMPIC BLVD. SUITE 406 <small>(Street)</small> LOS ANGELES, CA 90015 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2018	4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP/Managing Director EMEA	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	02/27/2018		M ⁽¹⁾		16,250	A	\$ 53.29	28,684	D	
Common Stock	02/27/2018		D ⁽¹⁾		9,995	D	\$ 86.64	18,689	D	
Common Stock	02/27/2018		F ⁽¹⁾		3,415	D	\$ 86.64	15,274	D	
Common Stock	02/27/2018		M ⁽²⁾		24,590	A	\$ 44.79	39,864	D	
Common Stock	02/27/2018		D ⁽²⁾		12,713	D	\$ 86.64	27,151	D	
Common Stock	02/27/2018		F ⁽²⁾		6,485	D	\$ 86.64	20,666	D	
Common Stock	02/27/2018		M ⁽³⁾		19,245	A	\$ 59.98	39,911	D	
Common Stock	02/27/2018		D ⁽³⁾		13,324	D	\$ 86.64	26,587	D	
Common Stock	02/27/2018		F ⁽³⁾		3,234	D	\$ 86.64	23,353	D	
Common Stock	02/27/2018		M ⁽⁴⁾		6,697	A	\$ 37.7	30,050	D	
Common Stock	02/27/2018		D ⁽⁴⁾		2,915	D	\$ 86.64	27,135	D	
Common Stock	02/27/2018		F ⁽⁴⁾		2,066	D	\$ 86.64	25,069	D	
Common Stock	02/27/2018		M ⁽⁵⁾		13,050	A	\$ 30.44	38,119	D	
Common Stock	02/27/2018		D ⁽⁵⁾		4,586	D	\$ 86.64	33,533	D	
Common Stock	02/27/2018		F ⁽⁵⁾		4,622	D	\$ 86.64	28,911	D	
Common Stock	02/27/2018		M ⁽⁶⁾		5,000	A	\$ 47.8	33,911	D	
Common Stock	02/27/2018		D ⁽⁶⁾		2,760	D	\$ 86.64	31,151	D	
Common Stock	02/27/2018		F ⁽⁶⁾		1,224	D	\$ 86.64	29,927	D	
Common Stock	02/27/2018		M ⁽⁷⁾		4,237	A	\$ 22.94	5,627	I	By Wife
Common Stock	02/27/2018		D ⁽⁷⁾		1,122	D	\$ 86.64	4,505	I	by Wife
Common Stock	02/27/2018		F ⁽⁷⁾		1,567	D	\$ 86.64	2,938	I	by Wife
Common Stock	02/27/2018		M ⁽⁸⁾		3,472	A	\$ 53.29	6,410	I	by Wife
Common Stock	02/27/2018		D ⁽⁸⁾		2,136	D	\$ 86.64	4,274	I	by Wife
Common Stock	02/27/2018		F ⁽⁸⁾		672	D	\$ 86.64	3,602	I	by Wife
Common Stock	02/27/2018		M ⁽⁹⁾		5,409	A	\$ 44.79	9,011	I	by Wife
Common Stock	02/27/2018		D ⁽⁹⁾		2,797	D	\$ 86.64	6,214	I	by Wife
Common Stock	02/27/2018		F ⁽⁹⁾		1,314	D	\$ 86.64	4,900	I	by Wife
Common Stock	02/27/2018		M ⁽¹⁰⁾		3,464	A	\$ 59.98	8,364	I	by Wife
Common Stock	02/27/2018		D ⁽¹⁰⁾		2,399	D	\$ 86.64	5,965	I	by Wife
Common Stock	02/27/2018		F ⁽¹⁰⁾		536	D	\$ 86.64	5,429	I	by Wife

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				
Stock Appreciation Rights	\$ 53.29	02/27/2018		M ⁽¹⁾		16,250	05/18/2014	05/18/2021	Common Stock	16,250	\$ 0	0	D	
Stock Appreciation Rights	\$ 44.79	02/27/2018		M ⁽²⁾		24,590	05/31/2015	05/21/2022	Common Stock	24,590	\$ 0	0	D	
Stock Appreciation Rights	\$ 59.98	02/27/2018		M ⁽³⁾		19,245	04/30/2017	04/30/2024	Common Stock	19,245	\$ 0	0	D	
Stock Appreciation Rights	\$ 37.7	02/27/2018		M ⁽⁴⁾		6,697	01/01/2018	01/01/2025	Common Stock	6,697	\$ 0	0	D	
Stock Appreciation Rights	\$ 30.44	02/27/2018		M ⁽⁵⁾		13,050	03/02/2017 ⁽¹¹⁾	03/02/2025	Common Stock	13,050	\$ 0	19,576	D	
Stock Appreciation Rights	\$ 47.8	02/27/2018		M ⁽⁶⁾		5,000	05/07/2017 ⁽¹²⁾	05/07/2025	Common Stock	5,000	\$ 0	7,500	D	
Stock Appreciation Rights	\$ 22.94	02/27/2018		M ⁽⁷⁾		4,237	05/07/2013	05/07/2020	Common Stock	4,237	\$ 0	0	I	By Wife
Stock Appreciation Rights	\$ 53.29	02/27/2018		M ⁽⁸⁾		3,472	05/18/2014	05/18/2021	Common Stock	3,472	\$ 0	0	I	By Wife
Stock Appreciation Rights	\$ 44.79	02/27/2018		M ⁽⁹⁾		5,409	05/31/2015	05/31/2022	Common Stock	5,409	\$ 0	0	I	By Wife
Stock Appreciation Rights	\$ 59.98	02/27/2018		M ⁽¹⁰⁾		3,464	04/30/2017	04/30/2024	Common Stock	3,464	\$ 0	0	I	By Wife

Reporting Owners

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

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Edi Hienrich	03/01/2018
<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).

The reporting person received 2,840 shares of common stock upon the net exercise of 16,250 stock appreciation rights ("SARs"). The reporting person forfeited 9,995 shares of common stock underlying the SARs in payment of the exercise price and 3,415 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.

- (2) The reporting person received 5,392 shares of common stock upon the net exercise of 24,590 SARs. The reporting person forfeited 12,713 shares of common stock underlying the SARs in payment of the exercise price and 6,485 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (3) The reporting person received 2,687 shares of common stock upon the net exercise of 19,245 SARs . The reporting person forfeited 13,324 shares of common stock underlying the SARs in payment of the exercise price and 3,234 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (4) The reporting person received 1,716 shares of common stock upon the net exercise of 6,697 SARs. The reporting person forfeited 2,915 shares of common stock underlying the SARs in payment of the exercise price and 2,066 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (5) The reporting person received 3,842 shares of common stock upon the net exercise of 13,050 SARs. The reporting person forfeited 4,586 shares of common stock underlying the SARs in payment of the exercise price and 4,622 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (6) The reporting person received 1,016 shares of common stock upon the net exercise of 5,000 SARs. The reporting person forfeited 2,760 shares of common stock underlying the SARs in payment of the exercise price and 1,224 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (7) The reporting person's wife received 1,548 shares of common stock upon the net exercise of 4,237 SARs . The reporting person forfeited 1,122 shares of common stock underlying the SARs in payment of the exercise price and 1,567 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (8) The reporting person's wife received 664 shares of common stock upon the net exercise of 3,472 SARs. The reporting person forfeited 2,136 shares of common stock underlying the SARs in payment of the exercise price and 672 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (9) The reporting person's wife received 1,298 shares of common stock upon the net exercise of 5,409 SARs. The reporting person forfeited 2,797 shares of common stock underlying the SARs in payment of the exercise price and 1,314 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (10) The reporting person's wife received 529 shares of common stock upon the net exercise of 3,464 SARs. The reporting person forfeited 2,399 shares of common stock underlying the SARs in payment of the exercise price and 536 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 27, 2018 of \$86.64.
- (11) Consists of SARs granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 20% vested on each of March 2, 2016 and March 2, 2017, and the remaining 60% will vest March 2, 2018.
- (12) Consists of SARs granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 20% vested on each of May 7, 2016 and May 7, 2017, and the remaining 60% will vest May 7, 2018.

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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