

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		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]		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	
(Last) (First) (Middle) 800 W. OLYMPIC BLVD. SUITE 406		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2018			
(Street) LOS ANGELES, CA 90015		4. If Amendment, Date Original Filed (Month/Day/Year)		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	
(City) (State) (Zip)		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	02/28/2018		M ⁽¹⁾		15,133	A	\$ 79.58	45,060	D	
Common Stock	02/28/2018		D ⁽¹⁾		13,077	D	\$ 92.1	31,983	D	
Common Stock	02/28/2018		F ⁽¹⁾		1,124	D	\$ 92.1	30,859	D	
Common Stock	02/28/2018		M ⁽²⁾		3,359	A	\$ 62.51	34,218	D	
Common Stock	02/28/2018		D ⁽²⁾		2,280	D	\$ 92.1	31,938	D	
Common Stock	02/28/2018		F ⁽²⁾		590	D	\$ 92.1	31,348	D	
Common Stock	03/01/2018		S ⁽³⁾		15,104	D	\$ 91.61 (4)	16,244	D	
Common Stock	03/01/2018		S ⁽³⁾		8,900	D	\$ 92.32 (5)	7,344	D	
Common Stock	03/01/2018		S		100	D	\$ 93.06	7,244	D	
Common Stock	02/27/2018		M ⁽⁶⁾		2,936	A	\$ 30.44	8,365	I	By wife
Common Stock	02/27/2018		D ⁽⁶⁾		1,032	D	\$ 92.1	7,333	I	By wife
Common Stock	02/27/2018		F ⁽⁶⁾		958	D	\$ 92.1	6,375	I	By wife
Common Stock	02/28/2018		M ⁽⁷⁾		2,723	A	\$ 79.58	9,098	I	By wife
Common Stock	02/28/2018		D ⁽⁷⁾		2,353	D	\$ 92.1	6,745	I	By wife
Common Stock	02/28/2018		F ⁽⁷⁾		187	D	\$ 92.1	6,558	I	By wife
Common Stock	02/28/2018		M ⁽⁸⁾		655	A	\$ 62.51	7,213	I	By wife
Common Stock	02/28/2018		D ⁽⁸⁾		445	D	\$ 92.1	6,768	I	By wife
Common Stock	02/28/2018		F ⁽⁸⁾		106	D	\$ 92.1	6,662	I	By wife
Common Stock	03/01/2018		S ⁽⁹⁾		4,985	D	\$ 92.08	1,677	I	By wife

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

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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 79.58	02/28/2018		M ⁽¹⁾⁽⁹⁾	15,133	06/21/2016	12/19/2023	Common Stock	15,133	\$ 0	0	D	

Stock Appreciation Rights	\$ 62.51	02/28/2018		M ⁽²⁾⁽⁹⁾		3,359	05/09/2017 ⁽¹⁰⁾	05/09/2026	Common Stock	3,359	\$ 0	13,436	D	
Stock Appreciation Rights	\$ 30.44	02/27/2018		M ⁽⁶⁾⁽⁹⁾		2,936	03/02/2017 ⁽¹¹⁾	03/02/2025	Common Stock	2,936	\$ 0	4,404	I	By wife
Stock Appreciation Rights	\$ 79.58	02/28/2018		M ⁽⁷⁾⁽⁹⁾		2,723	06/21/2016	12/19/2023	Common Stock	2,723	\$ 0	0	I	By wife
Stock Appreciation Rights	\$ 62.51	02/28/2018		M ⁽⁸⁾⁽⁹⁾		655	05/09/2017 ⁽¹⁰⁾	05/09/2026	Common Stock	655	\$ 0	2,620	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).

- (1) The reporting person received 932 shares of common stock upon the net exercise of 15,133 stock appreciation rights ("SARs"). The reporting person forfeited 13,077 shares of common stock underlying the SARs in payment of the exercise price and 1,124 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 28, 2018 of \$92.10.
- (2) The reporting person received 489 shares of common stock upon the net exercise of 3,359 SARs. The reporting person forfeited 2,280 shares of common stock underlying the SARs in payment of the exercise price and 590 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 28, 2018 of \$92.10.
- (3) This transaction includes a sale of 17,493 shares pursuant to reporting persons 10b5-1 plan.
- (4) This transaction was executed in multiple trades at prices ranging from \$90.92 to \$91.91. The price reported reflects the weighted average sale price of \$91.61. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$91.92 to \$92.90. The price reported reflects the weighted average sale price of \$92.32. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) The reporting person received 946 shares of common stock upon the net exercise of 2,936 SARs. The reporting person forfeited 1,032 shares of common stock underlying the SARs in payment of the exercise price and 958 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 28, 2018 of \$92.10.
- (7) The reporting person received 183 shares of common stock upon the net exercise of 2,723 SARs. The reporting person forfeited 2,353 shares of common stock underlying the SARs in payment of the exercise price and 187 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 28, 2018 of \$92.10.
- (8) The reporting person received 104 shares of common stock upon the net exercise of 655 SARs. The reporting person forfeited 445 shares of common stock underlying the SARs in payment of the exercise price and 106 shares of common stock underlying the SARs to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on February 28, 2018 of \$92.10.
- (9) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (10) Consists of SARs granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 20% vested May 9, 2016 and 20% will vest May 9, 2017, and the remaining 60% will vest May 9, 2018.
- (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.

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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