

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Birmingham Richard P		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018		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
800 W. OLYMPIC BLVD. SUITE 406			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) LOS ANGELES, CA 90015					
(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)			
Common Stock	02/28/2018		M ⁽¹⁾		7,503	A \$ 44.79	11,087 ⁽²⁾	D	
Common Stock	02/28/2018		D ⁽¹⁾		3,649	D \$ 92.1	7,438	D	
Common Stock	02/28/2018		M ⁽³⁾		4,526	A \$ 79.58	11,964	D	
Common Stock	02/28/2018		D ⁽³⁾		3,911	D \$ 92.1	8,053	D	
Common Stock	03/02/2018		S		3,800	D \$ 91.77	4,253	D	

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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 44.79	02/28/2018		M ⁽¹⁾		7,503	05/31/2015	05/31/2022	Common Stock	7,503	\$ 0	0	D	
Stock Appreciation Rights	\$ 79.58	02/28/2018		M ⁽³⁾		4,526	12/19/2016	12/19/2023	Common Stock	4,526	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birmingham Richard P 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	X			

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Richard P. Bermingham <small>Signature of Reporting Person</small>	03/02/2018 <small>Date</small>
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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 3,854 shares of common stock upon the net exercise of the 7,503 stock appreciation rights ("SARs"). The reporting person forfeited 3,649 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.
- (2) Amount of securities beneficially owned following the reported transaction was corrected to add 1,665 shares previously disclosed on the reporting person's Form 4 filed on May 9, 2017.
- (3) The reporting person received 615 shares of common stock upon the net exercise of the 4,526 SARs. The reporting person forfeited 3,911 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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.