FORM 4

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

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

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

pe Response	s)														
1. Name and Address of Reporting Person* PEZZULLO DAVID				2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BLVD, SUITE 406				3. Date of Earliest Transaction (Month/Day/Year) 02/05/2020							X Officer (give title below) Other (specify below) Chief Operating Officer				
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
)	(State)	(Zip)		,	Fable 1	I - Noi	n-Der	ivative !	Securities	Acqui	red, Disp	osed of, or l	Beneficially (Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		if Code (Instr. 8)				of (D)	D) Beneficially Owned Follow Reported Transaction(s)		Following (s)	Ownership Form:	7. Nature of Indirect Beneficial	
			(Month/l	Day/Yea		Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	and 4)	Direct (D) or Indirect (I) (Instr. 4)		Ownership (Instr. 4)
Stock		02/05/2020				A		15,83 (1)	1 A \$	0 8	184,287 (2)			D	
Stock		02/05/2020				F		5,568 (3)		3 12.58	178,719)		D	
Report on a s	reparate file to	Table II -	Derivativ	ve Secur	ities A	cquir	Pers cont the f	ons what in the constant of th	no respor n this for splays a o	m are curren	not requ ntly valid	uired to res OMB con	spond unle	ss	1474 (9-02)
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Da	4. Transaction Code		5. Num of Deri Secu Acque (A) of Disp of (I (Inst	5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Undo Secu	ount of erlying irities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indirects)	Ownersh (Instr. 4)
							Date		Expiration						
	d Address of LO DAVI DLYMPIC GELES, Co ecurity Stock Stock Report on a s Conversion or Exercise Price of Derivative	Stock Stock Stock Conversion or Exercise Price of Derivative (First) (First) (First) (First) (First) (Street)	d Address of Reporting Person* LO DAVID (First) (Middle) DLYMPIC BLVD, SUITE 406 (Street) GELES, CA 90015 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 02/05/2020 Report on a separate line for each class of security Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issu LO DAVID (First) (Middle) (Street) 3. Date 02/05/ (Street) 4. If An GELES, CA 90015 (State) 2. Transaction Date (Month/Day/Year) Stock 02/05/2020 Report on a separate line for each class of securities bend 2. Transaction Date (Month/Day/Year) 3. Date 02/05/5/ 4. If An 2. Transaction Date (Month/Day/Year) 3. Date 02/05/2020 2. Transaction Date (Month/Day/Year) 3. December 1 Execution any (Month/Day/Year) 3. December 2 Execution any (Month/Day/Year) 3. December 2 2. Conversion or Exercise Price of Derivative 3. December 3 A. December 4 Execution Date, if Transaction any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Name HERBALIFE (Middle) (Street) (Street) (Street) (State) (State) (2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Trable II - Derivative Secur (e.g., puts, calls, v (Month/Day/Year) 2. Transaction Date (Execution Date, if Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Earlie (2/05/2020 4. If Amendmen 2. A. Deemed Execution Date, any (Month/Day/Year) 4. Transaction Date (e.g., puts, calls, v Code (Instr. 8)	d Address of Reporting Person 2. Issuer Name and THERBALIFE NUT DLYMPIC BLVD, SUITE 406 (Street) (Street) (State) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Cignon a separate line for each class of securities beneficially owned concerning any (Month/Day/Year) (Month/Day/Year) (Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Instr. 8)	d Address of Reporting Person* LO DAVID (First) (Middle) DLYMPIC BLVD, SUITE 406 (Street) (Street) (Street) (State) (A) (Code (Instr. 8) (A) (Instr. 8) (Instr. 8)	2. Issuer Name and Ticker or Trater Notation (Middle) (First) (Middle) (Street) 3. Date of Earliest Transaction (Middle) (O2/05/2020 4. If Amendment, Date Original Fig. (State) (Zip) Table I - Non-Der Eccurity (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Stock (O2/05/2020 F Code V	2. Issuer Name and Ticker or Trading Sy HERBALIFE NUTRITION LTD.	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF] Direct X Offic Order of Date (Month/Day/Year) Direct X Offic Order of Date (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF] S. Relationship of Rep (Che Director X Officer (give title between the policy) S. Relationship of Rep (Che Director X Officer (give title between the policy) S. Relationship of Rep (Che Director X Officer (give title between the policy) S. Relationship of Rep (Che Director X Officer (give title between the policy) S. A. Date of Earliest Transaction (Month/Day/Year) S. Relationship of Rep (Che Director X Officer (give title between the policy) S. A. Date of Earliest Transaction (Month/Day/Year) S. A. Individual or Joint/X Form filed by More than the policy) S. A. Deemed Execution Date, if any (Month/Day/Year) S. A. Deemed (Lobe V Amount (D) Price S. A. Deemed (Instr. 3, 4 and 5) S. A. Deemed (Instr. 4, 5) S. A. Deemed (Instr. 5, 5) S. A. Deemed (Instr. 6, 5) S. A. Deemed (Instr. 8, 6) S. A. Dee	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF] Street Check all application Check all ap	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF] (Middle) (LYMPIC BLVD, SUITE 406 (Street) (Street) (Street) (State) (State) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock) (D2/05/2020 (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/

Reporting Owners

D. C. O. N. /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
PEZZULLO DAVID 800 W. OLYMPIC BLVD SUITE 406 LOS ANGELES, CA 90015			Chief Operating Officer					

Signatures

Lisa Kwon, as Attorney-In-Fact for David Pezzullo	02/07/2020
**Signature of Reporting Person	Date

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) Represents common stock earned by the Reporting Person in connection with the vesting of performance share units ("PSUs") granted under the Herbalife Ltd. 2014 Stock Incentive Plan based on pre-established performance goals for a 2017-2019 performance period.
- (2) Balance reflects shares purchased through the Issuer's Herbalife Ltd. Employee Stock Purchase Plan since last reported on Form 4.
- (3) Units withheld to satisfy the withholding tax obligations due in connection with the vesting of such PSUs.

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.