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

(Print or Ty	pe Response	s)													
1. Name and Address of Reporting Person * Agwunobi John O			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) 02/26/2020						X Officer (give title below) Other (specify below) Co-President/Chief H&N Officer						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing/Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
LOS AN	GELES, C	(State)	(Zip)												
` •		(State)	(Zip)		Tab	ble I - N	lon-D	erivative	Securities	Acqui	red, Dispo	osed of, or l	Beneficially		
1.Title of S (Instr. 3)	(Instr. 3) Date		2. TransactionDate(Month/Day/Year)	2A. Deemed Execution Date any	e, if			(A) or Disposed of (I (Instr. 3, 4 and 5)			Beneficia	nt of Securities ally Owned Following I Transaction(s)		6. Ownership Form:	7. Nature of Indirect Beneficial
				(Month/Day/Year)		Code	. V	Amoun	(A) or (D)	Price	(Instr. 3 a	oi (I		Direct (D) Ov or Indirect (In (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock			02/26/2020			F		513 (1)	D \$		20,056			D	
	Report on a s	separate line fo	r each class of secu	lurities beneficially	y ow	ned dire	Per	sons wh	no respor n this for	m are	not requ		spond unle	ss	1474 (9-02)
	Report on a s	separate line fo		Derivative Secu	uritie	es Acqu	Per cor the	sons whatained in form dis	no respor n this for splays a o	m are currer eficiall	not requ ntly valid	ired to res		ss	1474 (9-02)
Reminder:		3. Transaction Date	Table II - 1 3A. Deemed Execution Day	Derivative Secu	SA ((A	es Acqu	Per conthe	sons whatained in form dis	of, or Ben tible secur cisable on Date	eficiallities) 7. Ti Amo Unde	not requ ntly valid	OMB con 8. Price of	spond unle	of 10. Owners Form of Derivat Security Direct (or Indir	11. Nat of Indir f Benefic Owners v: (Instr. 4

Reporting Owners

		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
80	gwunobi John O 00 W. OLYMPIC BLVD. SUITE 406 OS ANGELES, CA 90015			Co-President/Chief H&N Officer				

Signatures

Lisa Kwon, as Attorney-In-Fact for John Agwunobi	02/28/2020
**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) Units withheld to satisfy the withholding tax obligations due in connection with the vesting of restricted stock units previously granted to the Reporting Person on February 26, 2018.

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.