FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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		erson*	2.1	ssuer No	mes	and Ti	cker	or Tr	nding Sy	mbol		5. Relatio	nship of Rer	orting Perso	on(s) to Iss	uer	
Name and Address of Reporting Person – Hoffman Alan L					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						
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) EVP, Global Corporate Affairs								
(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 ANGELES, CA 90015 (City) (State) (Zip)				Table I - Non-Derivative Securities Acou							ired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i			(Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)		quired of (D)	5. Amour Beneficia	nt of Securities ally Owned Following 1 Transaction(s)		6. Ownership	ip of	7. Nature of Indirect Beneficial	
				(Mon	th/Day/	Year)		ode	v	Amoun	(A) or (D)	Price		,		Direct (E or Indirect (I) (Instr. 4)	r Indirect (Instr. 4	
Common Stock 02/26/20		02/26/2020]	F		272 (1	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$ 33.2	7 24,312	24,312		D				
								quire	ed, Di	isposed	of, or Be	nefici	ally Owned		trol numbe	r.		
Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/	on 3A. Deemed Execution Day (Year) any	4. Transaction Code Year) (Instr. 8)		5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. An Un Se	Title and mount of aderlying curities str. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owne Form Deriv Secur Direct or Inc	of ative ity: t (D) lirect	Benefici Ownersh (Instr. 4)		
					Code	V	(A)	(D)	Date Exe	e rcisable	Expiration Date	on Tit	Amount or Number of Shares					
Repor	ting O	wners																

P (1 0 N /	Relationships							
Reporting Owner Name / Address	Director 10% Owner Officer		Officer	Other				
Hoffman Alan L 800 W. OLYMPIC BLVD SUITE 406 LOS ANGELES, CA 90015			EVP, Global Corporate Affairs					

Signatures

Lisa Kwon, as Attorney-In-Fact for Alan Hoffman	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.