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* Carmona Richard H					2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BLVD. SUITE 406					3. Date of Earliest Transaction (Month/Day/Year) 05/11/2020							Office	r (give title belo	w)(other (specify be	elow)
(Street) LOS ANGELES, CA 90015				4. If A	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				
(City)		(State)	(Zip)		Т	able I	- Non	-Deri	vative S	Securities	Acqui	ired, Dispe	osed of, or I	Beneficially (Owned	
(Instr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if		if Coo	3. Transact Code (Instr. 8)		4. Securities Acqu (A) or Disposed o (D) (Instr. 3, 4 and 5)		uired of	5. Amoun Beneficial	nt of Securities Illy Owned Following Transaction(s)		6. Ownership Form: Direct (D)	Beneficial Ownership	
						C	Code	V	Amoun	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		05/11/2020				A		3,407 (1)	A	\$ 0	24,674			D	
					itive Securi		t cquire	the fo	orm dis	splays a	currei eficial	ntly valid		spond unles rol number		
	Conversion	*****	3A. Deemed Execution Date any	ate, if	4.	5. Num of Deriv Secur Acqu (A) o Dispo of (D (Instr	5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Und Secu	itle and punt of erlying urities tr. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownersh Form of Derivativ Security Direct (I or Indire	(Instr. 4)
					Code V	(A)	(D)	Date Exerc		Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

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

Signatures

Lisa Kwon, as Attorney-in-Fact for Richard H. Carmona	05/13/2020
**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) Consists of restricted stock units ("RSUs") granted under the Herbalife Ltd. 2014 Stock Incentive Plan. The RSUs will vest 100% on April 15, 2021, subject to continued service on the Issuer's Board of Directors through such date.

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.