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* Graziano Nick				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				
800 W. OLYMPIC BLVD. SUITE 406				3. Date of Earliest Transaction (Month/Day/Year) 05/11/2020						Office	er (give title belo	ow)	Other (specify b	pelow)	
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fi	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	CA 90015											. One responding	. 013011	
(City	r)	(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)	(Instr. 8)		ction	4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficia	ally Owned Following Transaction(s)			Beneficial Ownership	
					C	ode	V	Amou	nt (A) or	r Pri	ce			or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock 0.		05/11/2020		4	A		3,407 (1)	' A	\$ (8,486			D		
				Derivative Securiti		quire	conta the fo	ained i orm di sposed	n this fo splays a of, or Be	orm a a cur	rently valid	uired to res I OMB con	formation spond unle trol numbe	ss	1474 (9-02)
1. Title of	2	3. Transaction		e.g., puts, calls, wa	rrant 5.	ts, opt					es) . Title and	& Price of	9. Number	of 10.	11. Natur
Derivative Security	Conversion or Exercise Price of Derivative Security		Execution Da Year) any	te, if Transaction Code (Code (Instr. 8)	Number and		and E	Date Exercisable d Expiration Date lonth/Day/Year)		A U S	mount of Inderlying ecurities Instr. 3 and	Derivative Security (Instr. 5)		Ownersh Form of Derivativ Security: Direct (D or Indirect	of Indirect Beneficia Ownershi (Instr. 4)
				Code V	(A)		Date Exerc	cisable	Expiration Date	on T	Amount or Number of Shares				

Reporting Owners

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

Signatures

Lisa Kwon, as Attorney-in-Fact for Nicholas Graziano	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.