## FORM 4

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

OMB APPROVAL
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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	s)															
1. Name and Address of Reporting Person * Montelongo Michael				2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]							5	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	ow)	Other (specify b	pelow)
(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)																
	()															
1.Title of Security (Instr. 3)		Date	Execution Date, if any		e, if	Code (Instr. 8)		(A) or (D)	(A) or Disposed of		H	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Cod	le	V Amou			rice		(I)			(Ilisti: 4)
Stock		05/11/2020				A		3,407 (1)	7 A	\$	0 2	20,674			D	
							tl	he form di I, Disposed	of, or B	a cu Senefi	irren icially	tly valid				
2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Da	4. Tr	ransacti ode	S A (A C) (I	Jumber of Derivation Court of	ive les ed led led led led led led led led led	5. Date Exe and Expirat (Month/Day	rcisable ion Date //Year)	Tion	7. Tit Amou Unde Secur (Instr 4)	unt of orlying rities : 3 and		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirects)	Beneficia Ownershi (Instr. 4) D)
	d Address of ngo Michael DLYMPIC  GELES, C  ecurity  Stock  Report on a s  Conversion or Exercise Price of Derivative	Stock  2. Conversion or Exercise Price of Derivative  2. (Stock as parate line for Exercise Price of Derivative but VD. SUI (First)  (Strest)  (Strest)  (Strest)  (Strest)  (Street)  (Street)	d Address of Reporting Person* ngo Michael  (First) (Middle) DLYMPIC BLVD. SUITE 406 (Street)  GELES, CA 90015  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Year)  Stock 05/11/2020  Report on a separate line for each class of security  Table II -  Conversion or Exercise Price of Derivative (Month/Day/Year)  3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person*  2. Issue and Michael  (First) (Middle) (Mid	d Address of Reporting Person*  12. Issuer Name HERBALIF  23. Date of Early O5/11/2020  (Street)  44. If Amendment  GELES, CA 90015  (State)  25. Transaction Date (Month/Day/Year)  26. Stock  27. Transaction Date (Month/Day/Year)  28. Deemed Execution Date (Month/Day/Year)  29. Table II - Derivative Secutive Secutive Secutive Secutive Secutive Secution Date (Month/Day/Year)  29. Conversion or Exercise Price of Derivative Secution Date (Month/Day/Year)  20. Stock  31. Transaction Date (Month/Day/Year)  32. Deemed Execution Date (Lag., puts, calls)  33. Deemed Execution Date (Lag., puts, calls)  44. Transaction Code (Instr. 8)	d Address of Reporting Person Bigo Michael  2. Issuer Name and HERBALIFE Not Middle (Middle)  3. Date of Earliest Option (Street)  4. If Amendment, In It Amend	d Address of Reporting Person— ngo Michael  (First) (Middle) (DLYMPIC BLVD. SUITE 406 (Street)  (Street)  (State)  (Zip)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A Deemed Execution Date, if any (Month/Day/Year)  (Instr. Code (Instr. Code (e.g., puts, calls, warrants, any (Month/Day/Year))  (A Deemed Execution Date, if any (Month/Day/Year))  (Code (Instr. Code (e.g., puts, calls, warrants, any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)	d Address of Reporting Person not be made and described by the property of the	Address of Reporting Person   2. Issuer Name and Ticker or Trading Symptom Michael   3. Date of Earliest Transaction (Month/Da 05/11/2020   4. If Amendment, Date Original Filed(Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Date   7. Table I - Non-Derivative   7. Table I - Non-Derivative   7. Table II - Non-D	Address of Reporting Person ago Michael  2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]  3. Date of Earliest Transaction (Month/Day/Year) 05/11/2020  4. If Amendment, Date Original Filed(Month/Day/Year) 05/11/2020  4. If Amendment, Date Original Filed(Month/Day/Year) 05/11/2020  4. If Amendment, Date Original Filed(Month/Day/Year) 05/11/2020  5. Transaction Date (Month/Day/Year) 05/11/2020  5. Transaction Date (Month/Day/Year) 05/11/2020  6. Stock 05/11/2020  7. Table I - Non-Derivative Securities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  8. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  8. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  9. Table II - Derivative Securities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)  1. Transaction Date (A.S. Curities Acquired (A) or Disposed of OD (Instr. 3, 4, and 5)	Address of Reporting Person   2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]	Address of Reporting Person	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]   2. Description of Michael   3. Date of Earliest Transaction (Month/Day/Year)   05/11/2020   4. If Amendment, Date Original Filed(Month/Day/Year)   05/11/2020   2. Transaction Date (Instr. 8)   0. Code (Instr. 8)   0. (Instr. 8)   0. (Instr. 8)   0. (Instr. 8)   0. (Instr. 3. 4 and 5)   0. (Inst	2. Issuer Name and Ticker or Trading Symbol   HERBALIFE NUTRITION LTD, [HLF]	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]   5. Relationship of Reporting Person (Check all applic Check all	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]   5. Relationship of Reporting Person(s) to Issue p(c) (Check all applicable) (Chec

### **Reporting Owners**

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

### **Signatures**

Lisa Kwon, as Attorney-in-Fact for Michael Montelongo	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.