## 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

(Print or Ty	pe Response	s)													
1. Name and Address of Reporting Person * Tartol John				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 b	elow)		
(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 Acquired, Disp						osed of, or Beneficially Owned									
(Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		3. Transaction Code (Instr. 8)		tion 4. Sec (A) or (D)	4. Securities Acquired (A) or Disposed of		1 1		6. Ownership Form: Direct (D)	Beneficial Ownership		
							de	V Amou	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		05/11/2020			A		3,407 (1)	A	\$ 0	385,886			D	
							tl	he form di I, Disposed	splays a of, or Ben	curre eficial	ntly valid		spond unle rol numbe		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise		3A. Deemed Execution Da	te, if Co	ransaction	5.	er a	ons, conver 6. Date Exer and Expirati (Month/Day	cisable on Date	7. T Am	itle and ount of lerlying		9. Number of Derivative Securities	of 10. Ownersh Form of	11. Natur

### **Reporting Owners**

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

### **Signatures**

Lisa Kwon, as Attorney-in-Fact for John Tartol	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.