

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 23, 2025

Herbalife Ltd.
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--|--|
| Cayman Islands (State or Other Jurisdiction of Incorporation) | 1-32381 (Commission File Number) | 98-0377871 (IRS Employer Identification No.) |
| P.O. Box 309, Ugland House Grand Cayman Cayman Islands (Address of Principal Executive Offices) | | KY1-1104 (Zip Code) |
| Registrant's telephone number, including area code: c/o (213) 745-0500 | | |
| Not Applicable (Former Name or Former Address, if Changed Since Last Report) | | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|----------------------|--|
| Common Shares, par value \$0.0005 per share | HLF | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 23, 2025, Herbalife Ltd. (the “Company”) held its 2025 annual general meeting of shareholders. The Company’s shareholders voted on the three proposals presented at the meeting, as set forth below.

Proposal 1: Election of Directors.

Eleven board nominees for director were elected by a majority of the votes cast with respect to each nominee to serve until the 2026 annual general meeting of shareholders of the Company or until their successors are duly elected and qualified. The voting results are as follows:

| Name of Nominee | For | Against | Abstain | Broker Non-votes |
|-----------------|-----|---------|---------|---------------------|
|-----------------|-----|---------|---------|---------------------|

| | | | | |
|---------------------|------------|-----------|---------|------------|
| Michael O. Johnson | 67,149,431 | 1,487,558 | 257,797 | 14,220,650 |
| Richard H. Carmona | 61,261,820 | 7,362,347 | 270,619 | 14,220,650 |
| Lynda Cloud | 68,414,907 | 161,426 | 318,453 | 14,220,650 |
| Celine Del Genes | 67,657,556 | 919,354 | 317,876 | 14,220,650 |
| Sophie L'Hélias | 67,875,705 | 698,130 | 320,951 | 14,220,650 |
| Michael J. Levitt | 68,183,951 | 438,962 | 271,873 | 14,220,650 |
| Rodica Macadrai | 68,154,870 | 470,689 | 269,227 | 14,220,650 |
| Juan Miguel Mendoza | 68,141,724 | 491,699 | 261,363 | 14,220,650 |
| Perkins Miller | 68,110,293 | 465,233 | 319,260 | 14,220,650 |
| Don Mulligan | 67,710,010 | 866,266 | 318,510 | 14,220,650 |
| Maria Otero | 67,202,929 | 1,352,057 | 339,800 | 14,220,650 |

Proposal 2: *Approve, on an advisory basis, the compensation of the Company's named executive officers.*

The advisory resolution to approve the compensation of the named executive officers was approved. The voting results are as follows:

| For | Against | Abstain | Broker Non-votes |
|------------|------------|---------|---------------------|
| 35,330,716 | 33,240,395 | 323,675 | 14,220,650 |

Proposal 3: *Ratify, on an advisory basis, the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2025.*

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2025 was ratified. The voting results are as follows:

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|---------------------|
| 80,402,933 | 2,445,109 | 267,394 | — |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

April 25, 2025

By: /s/ Henry C. Wang

Name: Henry C. Wang

Title: Chief Legal Officer and Corporate Secretary