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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):

December 19, 2005

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

PO Box 309 GT, Uglan House, South Church Street,  
Grand Cayman, Cayman Islands

0000000

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

c/o (310) 410-9600

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))
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**Item 8.01 Other Events.**

On December 19, 2005, Herbalife Ltd. issued a press release announcing that the public offering of 13,000,000 common shares by certain shareholders of Herbalife Ltd. had closed. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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**SIGNATURES**

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

Herbalife Ltd.

*December 19, 2005*

*By: /s/ Brett R. Chapman*

*Name: Brett R. Chapman*

*Title: General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Issed by Herbalife Ltd. on December 19, 2005

**Media Contact**

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Senior Vice  
President Global  
Corporate  
Communications  
Herbalife Ltd.  
310.410.9600  
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**Investor Contact**

Frank Lamberti  
Vice President  
Investor Relations  
Herbalife Ltd.  
310.410.9600  
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**Secondary Offering of Herbalife Common Shares by Selling Shareholders is Completed**

LOS ANGELES, Calif. – December 19, 2005 – Herbalife Ltd. (NYSE: HLF) announced today that the public offering of 13,000,000 common shares by certain shareholders of Herbalife has closed. The offering size reflects the exercise in full by the underwriters of their over-allotment option to purchase additional shares from affiliates of Whitney & Co., LLC and Golden Gate Private Equity, Inc. in connection with the offering.

The offering was made through an underwriting syndicate led by Merrill Lynch & Co. and Morgan Stanley, who acted as joint book-running managers for the offering.

A copy of the prospectus relating to the secondary public offering of Herbalife common shares may be obtained from Merrill Lynch & Co., 4 World Financial Center, New York, New York 10080 or Morgan Stanley & Co. Incorporated (Attn: Prospectus Department, 180 Varick Street, New York, NY 10014 or by email at [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com)).

**About Herbalife Ltd.**

Herbalife is a global network marketing company offering a range of science-based weight management products, nutritional supplements and personal care products intended to support weight management and a healthy lifestyle. (HLFE)

**Disclosure Regarding Forward-Looking Statements**

Except for historical information contained herein, the matters set forth in this press release are “forward-looking statements.” All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words, “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” or “anticipate” and any other similar words.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed in this press release. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in forward-looking statements include, among others, the following:

- our relationships with, and our ability to influence the actions of, our distributors;
- adverse publicity associated with our products or network marketing organization;
- uncertainties relating to interpretation and enforcement of recently enacted legislation in China governing direct selling;
- adverse changes in the Chinese economy, Chinese legal system or Chinese governmental policies;
- risk of improper action by Chinese employees or international distributors in violation of Chinese law;
- changing consumer preferences and demands;
- the competitive nature of our business;
- regulatory matters governing our products, including potential governmental or regulatory actions concerning the safety or efficacy of our products, and network marketing program;
- risks associated with operating internationally, including foreign exchange risks;
- our dependence on increased penetration of existing markets;
- contractual limitations on our ability to expand our business;
- our reliance on our information technology infrastructure and outside manufacturers;

- the sufficiency of trademarks and other intellectual property rights;
- product concentration;
- our reliance on our management team;
- uncertainties relating to the application of transfer pricing and similar tax regulations;
- taxation relating to our distributors; and
- product liability claims.

[end]

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