

---

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):

June 27, 2006

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, Ugland 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))
-

[Top of the Form](#)

**Item 8.01 Other Events.**

On June 27, 2006, Herbalife Ltd. issued a press release announcing its consideration of a potential refinancing transaction.

A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of Herbalife Ltd. dated June 27 2006

---

**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.

*June 27, 2006*

*By: /s/ Richard P. Goudis*

*Name: Richard P. Goudis*

*Title: Chief Financial Officer*

---

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Herbalife Ltd. dated June 27, 2006

Media Contact:  
Barbara Henderson  
SVP, Worldwide Corp. Comm.  
(310) 410-9600 ext. 32736

Investor Contact:  
Rich Goudis  
Chief Financial Officer  
(310) 410-9600 ext. 32222

### **Herbalife To Undertake Potential Refinancing**

LOS ANGELES, June 27, 2006 — Herbalife Ltd. (NYSE: HLF) and its indirect subsidiary Herbalife International, Inc. (together, “Herbalife”) announced today that it is considering a potential refinancing transaction with a new senior secured credit facility. If the refinancing is consummated, certain of the proceeds may be used to repay or redeem substantially all of Herbalife’s existing debt, including its outstanding 9 1/2% Notes due 2011 and fund closing costs.

#### **About Herbalife Ltd.**

Herbalife is a global network marketing company that sells weight-management, nutritional supplements and personal care products intended to support a healthy lifestyle. Herbalife products are sold in 62 countries through a network of more than one million independent distributors. The company supports the Herbalife Family Foundation and its Casa Herbalife program to bring good nutrition to children. Herbalife Investor Relations can be found at <http://ir.herbalife.com>. (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, financings or potential transactions involving the Company’s existing credit facilities or its 9 1/2% Notes; 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;
  - product liability claims;
- uncertainties relating to the application of transfer pricing, duties and similar tax regulations;

- taxation relating to our distributors; and
- product liability claims.