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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):

April 18, 2007

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.)

P.O. Box 309GT, Ugland House, South Church Street,  
Grand Cayman, Cayman Islands

00000

(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 April 18, 2007, Herbalife Ltd. (the "Company") issued a press release announcing that the Company had formally terminated the advisory services of Goldman Sachs which had been engaged to advise the special committee of the Board related to the unsolicited Whitney V offer to purchase all of the outstanding shares of the Company at \$38.00 per share.

Further, the Company's Board of Directors also authorized a program for the Company to repurchase up to \$300 million of Herbalife Ltd. common stock during the next two years, at such times and prices as determined by Company management, as market conditions may warrant.

Additionally, the Company's Board of Directors adopted a regular quarterly cash dividend program. As part of this program, the Company announced a \$0.20 per share cash dividend, for the first quarter 2007, payable on May 15, 2007 to shareholders of record on April 30, 2007.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release issued by Herbalife Ltd. on April 18, 2007

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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.

*April 19, 2007*

*By: /s/ Brett R. Chapman*

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*Name: Brett R. Chapman  
Title: General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Herbalife Ltd. Dated April 18, 2007

Media Contact:

Barbara Henderson  
SVP, Worldwide Corp. Comm.  
(310) 203-2436

Investor Contact:

Rich Goudis  
Chief Financial Officer  
(310) 203-2422

**HERBALIFE LTD. TERMINATES GOLDMAN SACHS ENGAGEMENT IN CONNECTION WITH SPECIAL COMMITTEE  
The Company Authorizes Stock Repurchase Program and Initiation of a Regular Cash Dividend Program**

LOS ANGELES, April 18, 2007 — Herbalife Ltd. (NYSE: HLF) today announced the company formally terminated the advisory services of Goldman Sachs which had been engaged to advise the Special Committee of the Board related to the unsolicited Whitney V offer to purchase all of the outstanding shares of the company at \$38 per share.

The company also announced that its board of directors has authorized a program for the company to repurchase up to \$300 million of Herbalife common stock during the next two years, at such times and prices as determined by company management, as market conditions may warrant.

Additionally, the company's board of directors adopted a regular quarterly cash dividend program. As part of this program, the company announced a \$0.20 per share cash dividend, for the first quarter 2007, payable on May 15, 2007 to shareholders of record on April 30, 2007.

Michael O. Johnson, the company's chief executive officer said, "We have a unique Distributor-driven business model that generates significant free cash flow and is not fully appreciated by the investment community. The actions of the board reinforce our belief that our shares are undervalued at current prices and that we can use excess cash to accelerate returns to investors."

**About Herbalife Ltd.**

Herbalife (<http://www.herbalife.com>) 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 64 countries through a network of more than 1.5 million independent distributors. The company supports the Herbalife Family Foundation (<http://www.herbalifefamilyfoundation.org>) and its Casa Herbalife program to bring good nutrition to children. Please visit Investor Relations (<http://ir.herbalife.com>) for additional financial information.

**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 or incorporated by reference in our filings with the Securities and Exchange Commission. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in our forward-looking statements include, among others, the following:

- our relationship 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;
- risk of our inability to obtain the necessary licenses to expand our direct selling business in China;
- adverse changes in the Chinese economy, Chinese legal system or Chinese governmental policies;
- risk of improper action by our employees or international distributors in violation of applicable 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, including the direct selling market in which we operate;
- 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, duties and similar tax regulations;
- taxation relating to our distributors,
- product liability claims; and
- there can be no assurance that the Company will purchase any of its shares in the open market or otherwise.

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