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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):

June 25, 2008

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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[Top of the Form](#)

**Item 8.01 Other Events.**

On June 25, 2008, Herbalife Ltd. (the "Company") issued a press release announcing receipt of a letter from the Securities and Exchange Commission (the "SEC") regarding the SEC's determination that no enforcement action is recommended against the Company. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Press Release Dated June 25, 2008

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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.

*June 25, 2008*

Herbalife Ltd.

*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 Dated June 25, 2008

Media Contact  
George Fischer  
VP, Corp Comm.  
310-410-9600 x32649

Investor Contact  
Andrew Speller  
VP, Investor Relations  
310-410-9600 x32862

Herbalife Announces Receipt of Letter from the SEC  
Regarding No Enforcement Action Recommended

**LOS ANGELES**, June 25, 2008 — Herbalife Ltd. (NYSE:HLF) announced today it has received a letter from the Los Angeles Regional Office of the Securities and Exchange Commission stating it has completed its investigation as to Herbalife, and it does not intend to recommend any enforcement action be taken by the SEC against the company.

As previously disclosed, the SEC investigation related to the timing of trading in Herbalife securities by a former mid-level employee as well as the extent of personal use of Herbalife products by the company's independent distributors and the company's related policies and procedures. In November 2007, Herbalife voluntarily disclosed the SEC's investigation, and over the past eight months has cooperated fully with the SEC during the course of the investigation.

**About Herbalife Ltd.**

Herbalife Ltd. is a global network marketing company that sells weight-management, nutrition, and personal care products intended to support a healthy lifestyle. Herbalife products are sold in 65 countries through a network of 1.8 million independent distributors. The company supports the Herbalife Family Foundation and its Casa Herbalife program to bring good nutrition to children. Please visit Herbalife Investor Relations for additional financial information.

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