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

FORM 8-K/A

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 8, 2013

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

KY1-1106

(Address of principal executive offices)

(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))
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EXPLANATORY NOTE

Herbalife Ltd. (the “Company”) is filing this Current Report on Form 8-K/A (this “Amendment”) to amend and restate its Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on April 9, 2013 (the “Original Report”) to update the Item 4.01 and 4.02 disclosure contained in the Original Report to reflect that the Company has provided a copy of the Original Report to KPMG and to file KPMG’s letter to the SEC furnished to the Company in response the Original Report. Except as specifically described above, (i) this Amendment does not reflect events occurring subsequent to the filing of the Original Report and (ii) no other substantive changes have been made to the disclosure set forth in the Original Report.

Item 4.01 Changes in Registrant’s Certifying Accountant.

On April 8, 2013, KPMG notified the Company that KPMG was resigning, effective immediately, as the Company’s independent accountant. KPMG stated it had concluded it was not independent because of alleged insider trading in the Company’s securities by one of KPMG’s former partners who, until April 5, 2013, was the KPMG engagement partner on the Company’s audit. KPMG advised the Company it resigned as the Company’s independent accountant solely due to the impairment of KPMG’s independence resulting from its now former partner’s alleged unlawful activities and not for any reason related to the Company’s financial statements, its accounting practices, the integrity of the Company’s management or for any other reason.

None of KPMG’s audit reports on the Company’s financial statements for the fiscal years ended December 31, 2010, 2011 and 2012 or KPMG’s audit reports on the effectiveness of internal control over financial reporting as of December 31, 2010, 2011 and 2012 contained an adverse opinion or a disclaimer of opinion, nor was any such report qualified or modified as to uncertainty, audit scope or accounting principles. In addition, at no point during the three fiscal years ended December 31, 2012 and the subsequent interim period through April 8, 2013 were there any (1) disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreement(s), if not resolved to the satisfaction of KPMG, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its reports, or (2) “reportable events” as such term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided KPMG with a copy of the disclosure set forth in Item 4.01 of the Original Report and requested that KPMG furnish the Company with a letter addressed to the SEC stating whether or not it agreed with the statements made therein, each as required by applicable SEC rules. A copy of the letter is filed herewith as Exhibit 16.1.

While the Company has not engaged a new independent accounting firm, it has begun a search process to identify KPMG’s successor. The Company will disclose its engagement of a new independent accounting firm once the process has been completed as required by SEC rules.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

(b) As a result of the alleged insider trading activity by its now former partner and KPMG’s resulting resignation on April 8, 2013, KPMG notified the Company its independence has been impaired and had no option but to withdraw its audit reports on the Company’s financial statements for the fiscal years ended December 31, 2010, 2011 and 2012 and the effectiveness of internal control over financial reporting as of December 31, 2010, 2011 and 2012 and that such reports should no longer be relied upon as a result of KPMG’s lack of independence created by the circumstances described above. The Company’s Audit Committee and management continue to believe that the Company’s financial statements covering the referenced periods fairly present, in all material respects, the financial condition and results of operations of the Company as of the end of and for the referenced periods and may continue to be relied upon and that the Company’s internal control over financial reporting was effective during these periods. The Chair of the Company’s Audit Committee as well as senior management discussed the matters described in this Item 4.02 with representatives of KPMG.

The Company provided KPMG with a copy of the disclosure set forth in Item 4.02 of the Original Report and requested that KPMG furnish the Company with a letter addressed to the SEC stating whether or not it agreed with the statements made therein, each as required by applicable SEC rules. A copy of the letter is filed herewith as Exhibit 16.1.

Item 8.01 Other Events.

As a result of the matters described above, the Company will be withdrawing the proposal to ratify the appointment of KPMG as the Company’s independent registered public accountants for fiscal 2013 originally planned to be submitted to the Company’s shareholders at the Company’s Annual General Meeting of Shareholders to be held on April 25, 2013.

On April 9, 2013, the Company issued a press release discussing KPMG’s resignation, which was filed as Exhibit 99.1 to the Original Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

16.1	Letter of KPMG, dated April 11, 2013
99.1	Press Release issued by Herbalife Ltd. on April 9, 2013, filed as Exhibit 99.1 to the Original Report and incorporated herein by reference.

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.

April 12, 2013

Herbalife Ltd.

By: Jim Berklas

Name: Jim Berklas

Title: Assistant Corporate Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter of KPMG, dated April 11, 2013

April 11, 2013

Securities and Exchange Commission
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Herbalife Ltd. (the "Company") and, under the date of February 19, 2013, we reported on the consolidated financial statements of the Company as of December 31, 2012 and 2011, and for each of the years in the three-year period ended December 31, 2012, and the effectiveness of internal control over financial reporting as of December 31, 2012. On April 8, 2013, we reached the conclusion we were obligated under applicable law and professional standards to resign as the Company's independent accountants due solely to the unlawful activities of our now former partner, who, until April 5, 2013, was the KPMG LLP engagement partner on the Company's audit, which caused us not to be independent of the Company. We communicated such resignation to the Company on the same date. We have also withdrawn our audit reports on the Company's consolidated financial statements for the fiscal years ended December 31, 2010, 2011 and 2012 and the effectiveness of internal control over financial reporting as of December 31, 2010, 2011 and 2012 because our independence has been impaired. We have read the Company's statements included under Item 4.01 and Item 4.02(b) of its Form 8-K dated April 9, 2013, and we agree with such statements, except that (1) the fourth paragraph of Item 4.01 expresses an intention of the Company to take action in the future as to which we have no basis to agree or disagree, and (2) we have no basis to agree or disagree with the Audit Committee's and management's belief as stated in the second sentence of the first paragraph of Item 4.02(b); however, we advised the Company that we resigned as the Company's independent accountant solely due to the impairment of our independence resulting from our now former partner's unlawful activities and not for any reason related to the Company's consolidated financial statements for the years ended December 31, 2012, 2011 and 2010, its accounting practices, the integrity of the Company's management or for any other reason.

Very truly yours,

/s/ KPMG LLP