

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>WindAcre Partnership Master Fund, LP</u>  (Last) (First) (Middle) 2200 POST OAK BLVD. SUITE 1580  (Street) HOUSTON TX 77056  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERBALIFE NUTRITION LTD. [ HLF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/02/2022		S		205,000	D	\$17.56	9,778,500	D <sup>(2)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Total Return Swap <sup>(1)</sup>	(I)	11/01/2022		P/K		355,000		(I)	(I)	Common Shares 355,000	\$21.16 <sup>(3)</sup>	5,194,200	D <sup>(2)</sup>	
Total Return Swap <sup>(1)</sup>	(I)	11/02/2022		P/K		205,000		(I)	(I)	Common Shares 205,000	\$17.56	5,399,200	D <sup>(2)</sup>	
Total Return Swap <sup>(1)</sup>	(I)	11/02/2022		P/K		340,000		(I)	(I)	Common Shares 340,000	\$19.36 <sup>(4)</sup>	5,739,200	D <sup>(2)</sup>	
Total Return Swap <sup>(1)</sup>	(I)	11/02/2022		P/K		25,000		(I)	(I)	Common Shares 25,000	\$20.31 <sup>(5)</sup>	5,764,200	D <sup>(2)</sup>	

1. Name and Address of Reporting Person \*

WindAcre Partnership Master Fund, LP

(Last) (First) (Middle)

2200 POST OAK BLVD.  
SUITE 1580

(Street)

HOUSTON TX 77056

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

WINDACRE PARTNERSHIP LLC

(Last) (First) (Middle)

2200 POST OAK BOULEVARD  
SUITE 1580

(Street)

HOUSTON TX 77056

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">WindAcre General Partner LP</a>		
(Last)	(First)	(Middle)
C/O WINDACRE PARTNERSHIP LLC 2200 POST OAK BLVD., SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<a href="#">WAPGP LLC</a>		
(Last)	(First)	(Middle)
C/O WINDACRE PARTNERSHIP LLC 2200 POST OAK BLVD., SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<a href="#">Amin Snehal</a>		
(Last)	(First)	(Middle)
C/O WINDACRE PARTNERSHIP LLC 2200 POST OAK BLVD., SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City) (State) (Zip)		

**Explanation of Responses:**

- The WindAcre Partnership Master Fund, LP (the "Master Fund") has entered into certain cash-settled total return swap agreements (the "Swap Agreements"), which represent economic exposure to an aggregate of 5,764,200 notional shares of HLF ordinary shares. The Swap Agreements provide the Master Fund with economic results that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the securities that are referenced by the Swap Agreements (the "Subject Shares"). Additionally, under the Swap Agreements, the Master Fund will pay the counterparty interest on the purchase price notional share value, at a rate tied to a market index.
- The securities are owned directly by the Master Fund and may be deemed to be indirectly beneficially owned by (i) The WindAcre Partnership LLC, the investment adviser to the Master Fund, (ii) The WindAcre General Partner LP and The WAPGP LLC, the general partners of the Master Fund, and (iii) Snehal Amin, the managing member of The WindAcre Partnership LLC and The WAPGP LLC.
- This transaction was executed in multiple trades at prices ranging from \$20.88 to \$21.38. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$18.88 to \$19.72. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$20.15 to \$20.72. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

[The WindAcre Partnership Master Fund, LP By: The WAP GP LLC, its General Partner By: /s/ Snehal Amin Managing Member](#) [11/03/2022](#)

[The WindAcre Partnership LLC By: /s/ Snehal Amin Managing Member](#) [11/03/2022](#)

[The WindAcre General Partner LP By: The WAP GP LLC, By: /s/ Snehal Amin Managing Member](#) [11/03/2022](#)

[The WAP GP LLC By: /s/ Snehal Amin Managing Member](#) [11/03/2022](#)

[/s/ Snehal Amin Snehal Amin](#) [11/03/2022](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.