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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>JOHNSON MICHAEL</u> _____ (Last) (First) (Middle) 800 WEST OLYMPIC BLVD. SUITE 406 _____ (Street) LOS ANGELES CA 90015 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERBALIFE LTD. [ HLF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman &amp; CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Stock	02/16/2024		P		61,725	A	\$8.0729 <sup>(1)</sup>	603,707	D	
Common Stock	02/16/2024		A		495,662 <sup>(2)</sup>	A	\$0	1,099,369	D	
Common Stock	02/16/2024		A		84,839 <sup>(3)</sup>	A	\$0	1,184,208	D	
Common Stock	02/16/2024		F		30,351 <sup>(4)</sup>	D	\$8.07	1,153,857	D	

**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						Title
Stock Appreciation Rights	\$8.07	02/16/2024		A		982,800		(5)	02/16/2034	Common Stock	982,800	\$0	982,800	D	

**Explanation of Responses:**

- This transaction represents multiple open market purchases. The range of prices for such transactions is \$7.84 to \$8.20. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a shareholder of the Issuer, full information regarding the number of shares purchased at each price.
- Consists of restricted stock units ("RSUs") granted under the Herbalife Ltd. 2023 Stock Incentive Plan. These RSUs will vest in two installments, 50% on February 16, 2025, and 50% on the earlier of January 3, 2026, or the date on which a new non-interim Chief Executive Officer has been appointed by the Issuer's Board of Directors (the "Board"), subject to certain conditions of his service as CEO and/or member of the Board. Provided that, in no instance shall any portion of the RSU vest prior to February 16, 2025.
- Consists of RSUs fully vested at the time of grant.
- Represents shares withheld to satisfy tax obligations due in connection with the vesting of RSUs previously granted to the Reporting Person on February 16, 2024.
- Consists of stock appreciation rights ("SARs") granted under the Herbalife Ltd. 2023 Stock Incentive Plan. These SARs will vest in two installments, 50% on February 16, 2025, and 50% on the earlier of January 3, 2026, or the date on which a new non-interim Chief Executive Officer has been appointed by the Board, subject to certain conditions of his service as CEO and/or member of the Board. Provided that, in no instance shall any portion of the SAR vest prior to February 16, 2025.

Alaaeddine Sahibi, as Attorney-In-Fact for Michael O. Johnson 02/21/2024

\*\* 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.