

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* BURDICK HENRY (Last) (First) (Middle) C/O HERBALIFE INTERNATIONAL, INC., 1800 CENTURY PARK EAST (Street) LOS ANGELES, CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2004	3. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	284,090	D	

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option	(1)	12/04/2012	Common Stock	25,000	\$ 0.88	I	Beneficially owned by Burdick Family Trust
Non-Qualified Stock Option	(2)	12/04/2012	Common Stock	150,000	\$ 0.88	I	Beneficially owned by Burdick Family Trust
Non-Qualified Stock Option	(3)	05/01/2013	Common Stock	40,000	\$ 0.88	D	
Non-Qualified Stock Option	(1)	12/04/2012	Common Stock	25,000	\$ 3.52	I	Beneficially owned by Burdick Family Trust
Non-Qualified Stock Option	(2)	12/04/2012	Common Stock	150,000	\$ 3.52	I	Beneficially owned by Burdick Family Trust
Non-Qualified Stock Option	(4)	05/01/2013	Common Stock	40,000	\$ 3.52	D	
Non-Qualified Stock Option	(4)	05/01/2013	Common Stock	40,000	\$ 10.56	D	
Non-Qualified Stock Option	(4)	05/01/2013	Common Stock	40,000	\$ 17.6	D	
Non-Qualified Stock Option	(4)	05/01/2013	Common Stock	40,000	\$ 24.64	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BURDICK HENRY C/O HERBALIFE INTERNATIONAL, INC. 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X			
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Signatures

/s/ Vicki Tuchman, by power of attorney		12/15/2004
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Options vest 5% on issuance on 12/4/02 and thereafter in quarterly 5% increments commencing on 12/31/02.

Options vest 50,000 upon the establishment of the Scientific Advisory Board of Herbalife International, Inc., to the reasonable satisfaction of the Board of Directors; 50,000 upon the restructuring of the Medical Advisory Board of Herbalife International, Inc., to the reasonable satisfaction of the Board of Directors; and 50,000 upon the restructuring of the product development process for Herbalife and its subsidiaries, to the reasonable satisfaction of the Board of Directors.

(3) Options vest in two equal increments on 5/1/04 and on 5/1/05.

(4) Options vest 20% on 5/1/04 and quarterly thereafter in 5% increments beginning 9/30/04.

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

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