## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 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* Henig Yair Steve			2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest Transaction (Month/Day/Year) 08/27/2010					X Officer (give title below) Other (specify below)  Chief Scientific Officer			
(Street) LOS ANGELES, CA 90015			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(State)	(Zip)	Ta	ıble I - No	n-Deri	ivative S	Securities A	Acqui	ired, Disp	osed of, or l	Beneficially (	Owned	
D	2. Transaction Date (Month/Day/Year)	any	Code (Instr. 8)					Beneficia Reported	lly Owned Following Transaction(s)		Form:	Beneficial
		(Month/Day/Year	Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	nd 4)		or Indirect	Ownership (Instr. 4)
0	8/27/2010		A <sup>(1)</sup>		36	A 5	\$ 0	10,777			D	
	(	e.g., puts, calls, wa	rrants, o	otions,	conver	tible securi	ities)			1		
3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Data	(e.g., puts, calls, warrants, op  4. 5. Number of Ocode of Operivative Securities Acquired (A) or Disposed			tions, convertible securities)  6. Date Exercisable and Expiration Date (Month/Day/Year)  (Month/Day/Year)  Sec			itle and ount of lerlying urities	e and not of Derivative Derivative Security (Instr. 5)  3 and Security Security Owned Follow Reported Transactive Derivative Derivat		on(s) (I)  Ownershi Form of Derivativ Security: Direct (D or Indirect On(s)	Ownersky (Instr. 4)
			(Instr. 3,						(msu. 4)	(mstr. 1)		
				Date Exer		Expiration Date	Title	Amount or Number of				
	(First) BOULEVAR (Street)  2A 90015 (State)  2.D (N  separate line for example of the separate line	(First) (Middle) BOULEVARD, #406  (Street)  2A 90015  (State) (Zip)  2. Transaction Date (Month/Day/Year)  08/27/2010  Separate line for each class of securing the securing the separate line for each class of securing the separate line for each class of securing the s	HERBALIFE I  (First) (Middle) 3. Date of Earliest 08/27/2010  (Street) 4. If Amendment,  (State) (Zip) Ta  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)  (Lag., puts, calls, was a constant any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4A. Transaction Code (Instr. 8)	HERBALIFE LTD. [H  (First) (Middle) BOULEVARD, #406  (Street)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Lip)  2. Transaction Date (Lip)  2. Transaction Date (Lip) (Month/Day/Year)  3. Transaction Date (Lip) (Lip)  3. Date of Earliest Transaction (Solve (Lip) (A) Transaction Date (Lip) (Lip) (Month/Day/Year)  3. Transaction Date (Lip) (Lip) (Month/Day/Year)  3. Transaction Date (Lip) (Lip) (Month/Day/Year)  4. Transaction Code of Code (Lip) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	HERBALIFE LTD. [HLF]  (First) (Middle) BOULEVARD, #406  (Street) 3. Date of Earliest Transaction (Moodle) (Moley 12010)  (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Some Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Some Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Some Derivative Securities Acquired (Month/Day/Year) 5. Derivative Securities Acquired (Month/Day/Year) 6. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Month/Day/Year) 4. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Month/Day/Year) 4. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Month/Day/Year) 4. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Month/Day/Year) 4. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Month/Day/Year)	HERBALIFE LTD. [HLF]	HERBALIFE LTD. [HLF]  (First) (Middle) BOULEVARD, #406  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction (A. Securities Acquired (A.) or Disposed of (Instr. 3, 4 and 5)  (A) or Code V Amount (D)  (A) or Disposed of Or Bene (A. S. Code (Instr. 8))  (B) Code (Instr. 8) (B) Code (Instr. 8)  (Code (I	HERBALIFE LTD. [HLF]	HERBALIFE LTD. [HLF]    Code   V Amount   (A) or Disposed of (Instr. 3 a land of the form displays a currently valid form are not required (Month/Day/Year)    Separate line for each class of securities beneficially owned directly or indirectly.    Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (A.) or Disposed of, Old (Month/Day/Year) (Instr. 8) (Instr. 3.)	HERBALIFE LTD. [HLF]	HERBALIFE LTD. [HLF]   Check all applications	HERBALIFE LTD. [HLF]

	Relationships					
Reporting Owner Name / Address		ector 10% Owner Officer		Other		
Henig Yair Steve 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Scientific Officer			

## **Signatures**

Yair Steve Henig by Brett R. Chapman, Attorney-in-Fact	08/31/2010	
**Signature of Reporting Person	Date	

### **Explanation of Responses:**

\* 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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.