## FORM 4

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

OMB APPROVAL
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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 Ty	pe Response	s)		T .										
1. Name and Address of Reporting Person* CHAPMAN BRETT			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)  General Counsel					
(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						
(City	r)	(State)	(Zip)	T	able I - No	n-Der	ivative S	ecurities	Acqui	ired, Dispo	osed of, or I	Beneficially	Owned	
3		2. Transaction Date (Month/Day/Year)		f Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)				Ownership Form:	Beneficial	
				(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	nd 4)		Direct (D) Owr or Indirect (Inst (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock		08/27/2010		A <sup>(1)</sup>		176	A	\$ 0	53,101			D	
Common	1 Stock									100			I	By children (2)
	•			Derivative Securit	ies Acqui	Pers cont the f	ons who ained in orm disp	respon this for plays a	m are curre	not requesting ntly valid		ormation spond unle trol numbe	ss	1474 (9-02)
1 TEVI C	12	2 75 4		e.g., puts, calls, w						:.1 1	0 D : C	0.31 1	C 10	11 37 /
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	e (Month/Day/Y	Year) Execution Da	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or	Number of (More Derivative Securities Acquired A) or Disposed of (D) Instr. 3,		onth/Day/Year)		itle and ount of derlying urities tr. 3 and		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners Form of Derivat Security Direct ( or Indir	Beneficia Ownershi (Instr. 4)
					of (D) (Instr. 3, 4, and 5)							(Instr. 4)	(Instr. 4	2)

#### **Reporting Owners**

		Relationships				
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
ľ	CHAPMAN BRETT					
	$800~\mathrm{W.}$ OLYMPIC BOULEVARD, #406			General Counsel		
	LOS ANGELES, CA 90015					

### **Signatures**

Brett R. Chapman	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).
- (1) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemd as an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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.