

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 38.96	12/01/2010		M			630	(2)	11/30/2016	Common Stock	630	\$ 0	280	D	
Stock Appreciation Rights	\$ 40.25	12/01/2010		M			1,232	(3)	05/29/2017	Common Stock	1,232	\$ 0	0	D	
Stock Appreciation Rights	\$ 40.28	12/01/2010		M			2,400	(4)	12/31/2017	Common Stock	2,400	\$ 0	3,600	D	
Stock Appreciation Rights	\$ 43.13	12/01/2010		M			1,000	(5)	02/28/2018	Common Stock	1,000	\$ 0	1,500	D	
Stock Appreciation Rights	\$ 13.64	12/01/2010		M			1,202	(6)	02/27/2019	Common Stock	1,202	\$ 0	4,811	D	
Stock Appreciation Rights	\$ 13.64	12/01/2010		M			1,400	(6)	02/27/2019	Common Stock	1,400	\$ 0	5,600	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cuesta Patricio 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015			SVP/Managing Director SAM	

Signatures

Patricio Cuesta by Brett R. Chapman, Attorney-in-Fact		12/03/2010
<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 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).

This transaction was executed in multiple trades at prices ranging from \$70.75 to \$70.78. The price reported above reflects the weighted average sale price. The reporting person hereby

- (1) 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.
- (2) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which all were vested by November 30, 2009.
- (3) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which all were vested by May 29, 2010.
- (4) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested December 31, 2008, 20% vested December 31, 2009 and the remaining 60% will vest on December 31, 2010.
- (5) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested February 28, 2009, 20% vested February 28, 2010 and the remaining 60% will vest February 28, 2011.
- (6) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested February 27, 2010, 20% will vest February 27, 2011 and the remaining 60% will vest February 27, 2012.

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.