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

1. Name and Address of Reporting Person *- LEVY ROBERT				2. Issuer Name and 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) 03/27/2012									low)	
(Street) LOS ANGELES, CA 90015				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State)	(Zip)	Т	able I	- Non	-Deriv	vative S	ecurities A	Acqui	ired, Disp	osed of, or I	Beneficially (Owned		
Dat	2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)						D) Beneficially Owned F Reported Transaction		following (s)	Ownership Form:	Beneficial	
		(Мони/Дау/ Ұ еа		ode	V	Amount	(A) or (D)	Price	(msur. 3 a	na 4)			Ownership (Instr. 4)	
03/	/27/2012		Α	(1)		326	A S	\$ 0	165,186	•		D		
				quire	ed, Dis	posed o	f, or Bene	ficial	-		iroi numbei			
. Transaction Date Month/Day/Year)	Code	Number of Derivative Securities Acquired (A) or Disposed of (D)		and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	o) ct			
					Date	,	Expiration		Amount or Number					
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٠		Relationships					
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
	LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, WW. Sales & Marketing			

Signatures

Robert Levy by Brett R. Chapman, Attorney-in-Fact		03/29/2012
*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.