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) 09/04/2012 | | | | | | X Office | | | | 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 | | | |
| ite) | (Zip) | | Tabl | le I - No | n-Der | ivative S | Securities A | Acqui | ired, Disp | osed of, or l | Beneficially (| Owned | |
| Date | 2. Transaction Date (Month/Day/Year) | any | e, if | f Code (Instr. 8) | | | | | D) Beneficially Owned Reported Transactio | | Following n(s) | Ownership Form: | 7. Nature of Indirect Beneficial Ownership |
| | | (Monui/Day/10 | car) | Code | V | Amoun | (A) or (D) | Price | (msu. 3 a | or Ind (I) | | or Indirect (I) | (Instr. 4) |
| 09/0 | 04/2012 | | | A ⁽¹⁾ | | 954 | A | \$ 0 | 166,646 | • | | D | |
| | | | | | ed, Di | sposed (| of, or Bene | ficial | - | | | | |
| ransaction ; nth/Day/Year) | nsaction 3A. Deemed Execution Data th/Day/Year) any | | of Do Se Ao (A Di of (Ir | Number | | and Expiration Date (Month/Day/Year) | | Amo Und Secu | ount of erlying urities | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect | o) ct |
| | | | | | | | Expiration | | Amount or Number | | | | |
| | DULEVARD, DO15 te) 2. Tr Date (Mor) 09/0 te line for each | (Middle) ULEVARD, #406 DO15 Table II - I Table II - II | HERBALIF (Middle) (JLEVARD, #406 (JULEVARD, #406 (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (JULEVARD, #406 (Month/Day/Year) (Month/Day/Year) (JULEVARD, #406 (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (JULEVARD, #406 (Month/Day/Year) (Month/Day/Year) | HERBALIFE L. St) | HERBALIFE LTD. [H st) (Middle) ULEVARD, #406 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) Code 09/04/2012 Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of any (Month/Day/Year) Table II - Derivative Securities Acquire (Instr. 8) Transaction Table II - Derivative Securities Acquire (A) or Disposed of (D) (Instr. 3, and calls) | HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Mo 09/04/2012 4. 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If Amendment, Date Original Filed(Month/Day/Year) (Sup) (| HERBALIFE LTD. [HLF] |

| | Reporting Owner Name / Address | Relationships | | | | | |
|--|--|---------------|--------------|----------------------------|-------|--|--|
| | | Director | 10% Owner | Officer | Other | | |
| | LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015 | | | EVP, WW. Sales & Marketing | | | |

Signatures

| Robert Levy by Brett R. Chapman, Attorney-in-Fact | | 09/05/2012 |
|---|--|------------|
| 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.