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

	pe Response	8)												
1. Name and Address of Reporting Person * CHAPMAN BRETT			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) 02/27/2013						X Officer (give title below) Other (specify below) Chief Legal Officer					
(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					
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu					Acqui	nired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	(Instr. 8)		4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	(D) Beneficially Owned Follow Reported Transaction(s)		ollowing (s)	Form:	7. Nature of Indirect Beneficial
				(Month/Day/Year	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)				Ownership (Instr. 4)
Common	n Stock		02/27/2013		F ⁽¹⁾		5,302	D	\$ 0	41,896			D	
Commor	n Stock									200			I	By children (2)
Reminder:	Report on a s	separate line fo	or each class of secur	ities beneficially ov	wned direc	tly or i	ndirectly							122
Reminder:	Report on a s	separate line fo	Table II - I	ities beneficially over the security of the se	ies Acquir	Perso conta the fo	ons who ained in orm disp	respon this for plays a	m are currer	not requ ntly valid		ormation spond unles rol number	SEC	1474 (9-02)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CHAPMAN BRETT						
800 W. OLYMPIC BOULEVARD, #406			Chief Legal Officer			
LOS ANGELES, CA 90015						

Signatures

Brett R. Chapman	02/28/2013
**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).
 - Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his or her restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This
- (1) Statement of Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.
- (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.