## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

Derivative Conversion Date Execution Date, if Transaction Number and Expiration Date of Underlying Security Derivative Security Ownership of Indirect Code Of Underlying Security Securities Form of Securities Securities	(Print or Ty	pe Response	s)															
Chief Legal Officer   Security   Chief Legal Officer   Securities   Security   Securities   Security   Securities   Security   Securities   Securities   Security   Securities   Security   Securities   S	1 6											ol		(Check all applicable)				
LOS ANGELES, CA 90015  C(Dip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3)  2. Transaction Date (Instr. 3)  Date (Instr. 3)  A(L)  Common Stock  Date (Instr. 3)  Common Stock  Date (Instr. 3)  A(L)  Common Stock  Date (Instr. 4)  A(L)  Common Stock  Date (Instr. 4)  A(L)  Common Stock  Date (Instr. 4)  A(L)  A(L)  A(L)  Common Stock  Date (Instr. 4)  A(L)  A(L)  A(L)  A(L)  Common Stock  Date (Instr. 4)  A(L)  A(L					` *							ear)		X Officer (give title below) Other (specify below)				
City	LOS AN	GELES C			4. If Am	endme	ent, D	ate Ori	ginal	Filed(Mor	nth/Da	ay/Year)		_X_ Form filed by One Reporting Person				ole Line)
Common Stock   Date (Month/Day/Year)   Execution Date, if (mstr. 8)   Code   (nstr. 3, 4 and 5)   Reported Transaction(s)   Common Stock   Date (Month/Day/Year)   Code   V Amount (D)   Price   Common Stock   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Code (Date (Month/Day/Year)   Code (Date (Month/Day/Year)   Code (Month/Day/Year)				(Zip)			Tabl	le I - N	on-D	erivative	Sec	urities	Acqui	ired, Dispo	osed of, or I	Beneficially (	Owned	
Common Stock  O3/20/2013  A(1) 209 A \$ 0 42,105  D  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Derivative Conversion Date (Conversion of Exercise) (Month/Day/Year)  Omega (Instr. 4)  Ownership Or Indirect (Instr. 4)  By children (2)  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities and Expiration Date (Month/Day/Year)  Amount of Underlying Securities (Instr. 5)  Derivative Securities Acquired (A) or Disposed of (D)  Derivative Securities Acquired (A) or Disposed of (D)  Ownership Form of Derivative Security: Securities (Instr. 3)  Ownership Form of Derivative Security: Securities (Instr. 4)  Ownership Form of Derivative Security: Securities (Instr. 4)  Ownership Form of Derivative Security: Securities (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Ownership Form of Derivative Security: Securities (Instr. 4)  Ownership Form of Derivative Security: Securities (Instr. 4)  Ownership Or Indirect (Instr. 4)  Ownership Or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Ownership Or Indirect (Instr. 4)  Ownership Or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 5)  Derivative Securities Acquired (A) or Disposed (Instr. 3)  Derivative Securities Acquired (A) or Disposed (Instr. 3)  Derivative Securities Acquired (A) or Disposed (Instr. 3)  Derivative Securities Acquir				Date	Execution Date, if any		e, if	if Code (Instr. 8)		(A) or Disposed of (I			of (D)	D) Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	of Indirect Beneficial
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   1. Title of 2.							ear)	Code	, ,	V Amou		` /	Price	,			or Indirect (I)	
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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Title of Derivative Security (Instr. 3)   Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.    Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities)   Title of Derivative Securities (Instr. 3)   Perice of Derivative Securities (Instr. 3)   Perice of Derivative Securities (Instr. 3)   Perice of Derivative Securities (Instr. 3)   Perivative Securities (Instr. 4)   Perivati	Common Stock											200		I		children		
1. Title of Derivative Security (Instr. 3)  Price of Derivative Securities (Instr. 4)  Price of Underlying Securities (Instr. 4									the	ntained e form d Disposed	in ti ispl I of,	his for ays a o	m are curre eficial	not requesting ntly valid	ired to res	pond unle	ss	1474 (9-02)
Code V (A) (D) Shares	Derivative Security	Conversion or Exercise Price of Derivative	Date	n 3A. Deemed Execution Data	4. TracCo	ansaction de str. 8)	5. No of Do See Ad (A Di of (Ir 4,	umber erivative ecuritie ecquirect (A) or isposec (F(D)) nstr. 3, and 5)	6. an (N	Date Exe d Expirat fonth/Da	ercisa ion l y/Ye	able Date ear)	7. Ti Amo Und Secu (Inst 4)	Amount or Number of	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivati Security Direct (I or Indirects)	Beneficia Ownershi (Instr. 4)

#### **Reporting Owners**

٠		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	03/20/2013
**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).
- (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.