FORM	4
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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).

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

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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

(Print or Type Responses)										
1. Name and Address of Reporting Per GOUDIS RICHARD	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			
800 W. OLYMPIC BOULEVA	(Middle) ARD, #406	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2013					X_Officer (give title below)Other (specify below)			
(Street) LOS ANGELES, CA 90015	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)		Year) Execution Date, if Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form:	7. Nature of Indirect Beneficial			
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/07/2013		F <u>(1)</u>		5,037	D	\$0	167,081	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 SEC 1474 (9-02) 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

 (a.g., puts calls warrants ontions convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of Derivative	2. Conversion		3A. Deemed Execution Date, if	4. Transacti	on	5. Numl		6. Date Exer and Expirati		7. Tit Amo		8. Price of Derivative	9. Number of Derivative	10. Ownership	11. Nature of Indirect
		(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·	Code			*						1	Beneficial	
	Price of		(Month/Day/Year)					(Month/Day/Year)				2			Ownership
(1180.5)	Derivative		(Wollan Day Tear)	(msu. o)		Derivative Securities						· /	-		(Instr. 4)
										(Instr. 3 and				2	(IIIsu. 4)
	Security					Acqu				4)			0	Direct (D)	
					(A) or								1	or Indirect	
				Disposed								Transaction(s)			
					of (D)		· · · · · · · · · · · · · · · · · · ·						(Instr. 4)	(Instr. 4)	
					(Instr. 3,		· · · ·								
						4, and 5)									
											Amount				
								Data	Expiration		or				
									Title	Title Number					
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

1		Relationships					
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
	GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Operating Officer			

Signatures

	Richard P. Goudis by Brett R. Chapman, Attorney-in-Fact		05/
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**Signature of Reporting Person

05/08/2013 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 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 Statement of

(1) 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.

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.