## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

(Print or Ty	pe Response	s)															
1. Name and Address of Reporting Person* CHAPMAN BRETT				2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]							mbol		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) 05/29/2013							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)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person							
(City	)	(State)	(Zip)			Ta	ble I	- Non	-Deri	ivative S	Securities	Acqu	ired, Dispe	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)					(Instr. 8)		ction	A. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	(D) Beneficially Owned Followin Reported Transaction(s)		ollowing	6. Ownership Form:	Beneficial
				(Month/Day/Year)			ode	V	Amoun	(A) or (D)	Price	(Instr. 3 a	na 4)		\ /	Ownership (Instr. 4)	
Common	Stock		05/29/2013				A	(1)		130	A	\$ 0	39,345			D	
Commor	Stock												200			I	By children (2)
			Table II - l					quire	conta the fo	ained in orm dis sposed o	n this for splays a o	m are curre eficial	not requesting ntly valid		ormation spond unle trol numbe	ss	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Transaction 3A. Deemed Execution Date Month/Day/Year) any		4. 5. Numl Code of Oleriv (Instr. 8)		5. Numbof Derive Secur Acqui (A) or Dispo of (D) (Instr.	(Month/Day/Year) ivative urities uired or cosed D) tr. 3,		7. T Ame Und Secu	itle and ount of lerlying urities tr. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownersl Form of Derivati Security Direct (I or Indire	Beneficia Ownershi : (Instr. 4)		
									Date		Expiration		or Number				

#### **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	05/30/2013		
**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.