

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

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON MICHAEL		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2013		
800 W. OLYMPIC BOULEVARD, #406			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)					
LOS ANGELES, CA 90015					
(City)			(State)		
(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock	11/25/2013		G	(1)	V	24,788	D	\$ 0	839,794 (2)	D	
Common Stock	11/25/2013		G		V	24,788	A	\$ 0	864,582	D	
Common Stock									29,181	I	by trust for child
Common Stock									50,829 (3)	I	by GRAT
Common Stock									50,829 (4)	I	by spouse's GRAT
Common Stock									113,122	I	Beneficially owned through Michael O. Johnson IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	X		Chairman & CEO	
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Signatures

Michael O. Johnson by Brett R. Chapman, Attorney-in-Fact		11/27/2013
 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) This report is voluntarily filed to reflect the contribution by the reporting person of 24,788 shares of the issuer's common stock to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.
The amount of securities beneficially owned directly by the reporting person has been increased by 48,342 shares to reflect the transfer on November 25, 2013 by the reporting person of 24,171 shares of Herbalife common stock, and the transfer by the reporting person's spouse on November 25, 2013 of 24,171 shares of Herbalife common stock, from each of their respective grantor retained annuity trusts to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.
 - (2) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust has been reduced by 24,171 to reflect the contribution of those shares to the Johnson Family Trust.
 - (3) The amount of securities beneficially owned by the grantor retained annuity trust of the reporting person's spouse has been reduced by 24,171 to reflect the contribution of those shares to the Johnson Family Trust.
 - (4) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust has been reduced by 24,171 to reflect the contribution of those shares to the Johnson Family Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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