FORM 4

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

OMB APPROVAL

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hours per response... 0.5

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) | | | 2 January Names and Tisland on Tooling Country | | | | | 5 Rel | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
|---|---|--------------------------------------|--|--|--------------|--|-------------------------|--|---|--|--|---|---|--|---|
| 1. Name and Address of Reporting Person – Cardoso Pedro | | | 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] | | | | | | | S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X. Director 10% Owner | | | | | |
| (Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406 (Street) | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2013 | | | | | | | Officer (give | title below) | Other | (specify below) | | |
| | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | _X_ For | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| LOS ANGELES, CA 90015 | | | (7:) | | | | | | | | | | | | |
| (City) | (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acqu | | | | | | Acquired, D | uired, Disposed of, or Beneficially Owned | | | | |
| (Instr. 3) Date | | 2. Transaction Date [Month/Day/Year] | 2A. Deemed Execution Date any (Month/Day/Ye | | (Instr. 8) | | (A) or Disposed of (D) | | (D) Owned Transa | | | C | ownership orm: | . Nature f Indirect geneficial Ownership | |
| | | | | · | | | Code | V Am | ount (A) or (D) | rice (Table) | | | or (I | Indirect (I | |
| Reminder: Reno | rt on a senara | ate line for each cl | ass of securities be | eneficially o | wned | l directly | or in | directly | | | | | | | |
| Temmer. Repo | er on a separe | are fine for each er | iss of securities of | onenerally o | *** | unceny | 01 111 | Persons v | who respond | | | | on contained | | 474 (9-02) |
| | | | | | | | | | a. o o o c | | ~~~~~~ | | | | |
| | | | | | | | | | ly valid OMB | | | | | | |
| | | | Table II - | | | | | a current | ly valid OMB | control nur | nber. | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 3A. Deemed Execution Date | (e.g., puts, 4. Transac Code | calls | 5. Num of Derivat Securiti Acquire (A) or Dispose | ber ive ies | a current | dy valid OMB of of, or Benefice ertible securiting reisable and Date | control nur | Amount | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported | Ownershi Form of Derivative Security: Direct (D or Indirec | of Indire Benefic Owners (Instr. 4 |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date r) any | (e.g., puts, 4. Transac Code | calls | 5. Num of Derivat Securiti Acquire (A) or | ber ive ies ed | a currently red, Dispose ptions, conv. 6. Date Exert Expiration I | dy valid OMB of of, or Benefice ertible securiting reisable and Date | cially Owned (es) 7. Title and of Underlying Securities | Amount | 8. Price of Derivative Security | Derivative Securities Beneficially Owned Following | Ownershi Form of Derivative Security: Direct (D or Indirec | of Indir Benefic Owners (Instr. 4 |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date r) any | (e.g., puts, 4. Transac Code | calls | 5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 | ber ive ies ed ed s, 4, | a currently red, Dispose ptions, conv. 6. Date Exert Expiration I | d of, or Beneficertible securitircisable and Date //Year) | cially Owned (es) 7. Title and of Underlying Securities | Amount | 8. Price of Derivative Security | Derivative Securities Beneficially Owned Following Reported Transaction(s | Ownershi Form of Derivative Security: Direct (D or Indirect) | of Indir Benefic Owners (Instr. 4 |
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date r) any | (e.g., puts, 4. Transac Code | calls | 5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 | ber ive ies ed ed s, 4, | a currently red, Dispose ptions, conv 6. Date Exer Expiration I (Month/Day | d of, or Beneficertible securiticisable and Date //Year) | cially Owned es) 7. Title and of Underlyin Securities (Instr. 3 and | Amount or Number | 8. Price of Derivative Security | Derivative Securities Beneficially Owned Following Reported Transaction(s | Ownershi Form of Derivative Security: Direct (D or Indirect) | Benefic Owners (Instr. 4 |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date r) any | (e.g., puts, 4. Transac Code ear) (Instr. 8 | calls extion | 5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5) | ber ive ies ed | a currently red, Dispose ptions, conv 6. Date Exer Expiration I (Month/Day | d of, or Beneficertible securiticisable and Date //Year) | cially Owned es) 7. Title and of Underlyin Securities (Instr. 3 and | Amount or Number of Shares | 8. Price of Derivative Security | Derivative Securities Beneficially Owned Following Reported Transaction(s | Ownershi Form of Derivative Security: Direct (D or Indirect) | of Indir Benefic Owners (Instr. 4 |
| Derivative Security (Instr. 3) Stock Appreciation | Conversion or Exercise Price of Derivative Security | Date (Month/Day/Yea 12/19/2013 | 3A. Deemed Execution Date r) any | (e.g., puts, 4. Transac Code ear) (Instr. 8 | calls extion | 5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5) | ber ive ies ed | a currently red, Dispose ptions, conv 6. Date Exer Expiration I (Month/Day Date Exercisable | d of, or Benefic ertible securiti rcisable and Date //Year) | control nur cially Owned es) 7. Title and of Underlyin Securities (Instr. 3 and | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownershi Form of Derivativ. Security: Direct (D or Indirec) (I) (Instr. 4) | of India Benefic Owners (Instr. 4 |

| | Relationships | | | | | |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Cardoso Pedro 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015 | X | | | | | |

Signatures

| Pedro Cardoso by Jim Berklas, Attorney-in-fact | 12/23/2013 |
|--|------------|
| **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 stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Half of these stock appreciation rights were vested upon grant, 25% will vest on January 15, 2014 and 25% will vest on April 15, 2014.

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. |
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