## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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

(Print or Typ	pe Response	s)														
1. Name and Address of Reporting Person* LEVY ROBERT				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				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest Transaction (Month/Day/Year) 03/19/2014								X Officer (give title below) Other (specify below)  EVP, WW Sales & Marketing				
(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 PersonForm filed by More than One Reporting Person				
(City)		(State)	(Zip)		,	Fable	I - Nor	ı-Deriv	ative S	Securities /	Acaui	red. Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	if Co	Transa	ction 4. Securities Acqu		f (D) Beneficia Reported		nt of Securities ally Owned Following I Transaction(s)		6. Ownership Form:	Beneficial		
				(Month/	/Day/Ye		Code	V	Amoun	(A) or (D)	Price	(Instr. 3 and 4)				Ownership (Instr. 4)
Common	Stock		03/19/2014				A <sup>(1)</sup>	4	156	A	\$ 0	169,481			D	
			Table II - 1				Acquire	the for	rm dis	plays a c	urrer eficiall	ntly valid	OMB con	spond unle trol numbe		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Da any	tte, if Transaction Code Year) (Instr. 8)		5. Nur of Der Sec Acq (A) Disp of (Ins	nber ivative urities uired or oosed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners Form of Derivati Security Direct (I or Indire	Ownersh (Instr. 4)	
				С	Code V	(A)	(D)	Date Exercis		Expiration Date	Title	Amount or Number of Shares				
Repor	ting O	wners														

		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
8	EVY ROBERT 000 W. OLYMPIC BOULEVARD, #406 OS ANGELES, CA 90015			EVP, WW Sales & Marketing				

## **Signatures**

Robert Levy by Jim Berklas, Attorney-in-Fact	03/20/2014	
**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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.