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

1. Name and Address of Reporting Person* LYNN JESSE			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]				5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BLVD, SUITE 406		1	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2015				-	Office	r (give title belo	ow)(Other (specify be	elow)
(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					Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any	Code (Instr. 8)	(A) or	4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		5. Amount of Secur Beneficially Owned Reported Transacti (Instr. 3 and 4)		Following (s)	Ownership Form:	Beneficial
			(Month/Day/Year)	Code	V Amou	(A) or (D)	Price	(Instr. 3 a	or Indir (I)		or Indirect	Ownership (Instr. 4)
Common Stock	05/0	07/2015		A ⁽¹⁾	2,510) A	\$ 0	4,510			D	
Reminder: Report on a separat	ate line for each	class of securi	ties beneficially ov		Persons w contained	ho respon	n are	not requ	uired to res	spond unles	ss	474 (9-02)
	ate line for each	Table II - D	Derivative Securiti	es Acquire	Persons w contained the form d	ho respon in this for isplays a c	m are curren	not requ tly valid	uired to res		ss	474 (9-02)
Reminder: Report on a separate and the s	ransaction	Table II - D (e 3A. Deemed Execution Date	Derivative Securitive Securities	es Acquire arrants, op	Persons w contained the form d	ho respon in this for is plays a c of, or Bene rtible secur rcisable ion Date //Year)	ficiallities) 7. Tit Amo Unde Secur (Instr	not requitly valid y Owned tle and unt of erlying	OMB conf	spond unles	of 10. Ownersh Form of Derivativ Security: Direct (I or Indire	ip of Indir Benefic Owners (Instr. 4

Reporting Owners

D (O N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
LYNN JESSE 800 W. OLYMPIC BLVD SUITE 406 LOS ANGELES, CA 90015	X					

Signatures

Jesse Lynn by Mark Friedman, Attorney-in-Fact	05/11/2015
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 restricted stock units granted under the Herbalife Ltd. 2014 Stock Incentive Plan. This award will vest 100% on May 7, 2016.

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.