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

Name and Address of Reporting Person * Cardoso Pedro			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner				
(First) C BOULEVARI	(Middle) D, #406	3. Date of Earliest 05/09/2016	· · · · · · · · · · · · · · · · · · ·					Officer (give title below) Other (specify below)				
(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					
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					Owned					
Da	2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)					(D) Beneficially Owned Reported Transactio		Following n(s)	Ownership Form:	Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	na 4)	or I	or Indirect (I)	Ownership (Instr. 4)
0.5	5/09/2016		A		1,919	A S	0 8	6,429			D	
3 Transaction	(0	e.g., puts, calls, wa	rrants, op	tions, d	converti	ible securi	ties)		Q Drice of	0 Number	£ 10	11 No.
3. Transaction Date (Month/Day/Year) Back (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) Execution Date, if Code (Instr. 8) Execution Date, if Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		n Date	7. Title and Amount of Underlying So		Derivative Security (Instr. 5)		Owners Form of Derivati Security Direct (I or Indirects)	Ownersl (Instr. 4)				
			Instr. 3,							(Instr. 4)	(Instr. 4)
1	(Street) CA 90015 (State) 2. Da (M	(Street) CA 90015 (State) (State) 2. Transaction Date (Month/Day/Year) 05/09/2016 separate line for each class of secur Table II - I (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	HERBALIFE I (First) (Middle) BOULEVARD, #406 (Street) 2. Transaction Date (Month/Day/Year) 05/09/2016 Separate line for each class of securities beneficially own to be a class of securities benefi	HERBALIFE LTD. [HI (First) (Middle) 3. Date of Earliest Transaction 05/09/2016 (Street) 4. If Amendment, Date Origin CA 90015 (State) (Zip) Table I - Non Code (Instr. 8) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) (Instr. 8)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (More O5/09/2016 (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Code V Code V Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, and Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and Execution Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) Code (Instr. 8) Code (Month/Day/Year) A Deemed Execution Date, if Transaction Code of (Month/Day/Year) Code (Instr. 8)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/05/09/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/05/09/2016 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) (Month/Day/Year) 2. Transaction Execution Date, if (any (Month/Day/Year)) Code V Amount Day/Year) Code V Amount Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting the form displaced of (Month/Day/Year) 3. Transaction Date (Execution Date, if (Month/Day/Year)) 3. Transaction Date (e.g., puts, calls, warrants, options, converting the form displaced of (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if (Month/Day/Year)) 3. Transaction Date (Execution Date, if (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 05/09/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code (A) or Disposed of (Instr. 3, 4 and 5) (A) or Code (A) or Indirectly. Persons who respond contained in this form the form displays a contained in this form the form displays a contained any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	HERBALIFE LTD. [HLF] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/09/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) Code V Amount (D) Price (A) or Disposed of (D) (Instr. 8) (Instr. 8) (Instr. 3) (Instr. 8)	HERBALIFE LTD. [HLF] X Direct Office	HERBALIFE LTD. [HLF] XDirector Officer (give title bele Officer (give the bele	HERBALIFE LTD. [HLF] Check all application of the collection of information contained in this form are not required to respond unlest the form displays a currently valid OMB control number	HERBALIFE LTD. [HLF] X_Director Officer (give title below) 10% Owner Other (specify to Officer) 10% Owner of Other (specify to Officer) 10% Owner (specify to

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

Signatures

/s/ Mark J. Friedman, Attorney-in-Fact for Pedro Cardoso	05/11/2016	
**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).

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.