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

OMB APPRO	VAL				
OMB Number:	3235-0287				
Estimated average burden					
hours per response	0.5				

longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction 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 07	*					n: 1	m 1:	a		5 Delet	ionshin of	Papartina I	Parcon(c) to In	cuar	
. Name and Address of Reporting Person – LEVY ROBERT				2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						Dir	(Check all applicable) Director 10% Owner				
				· · · · · · · · · · · · · · · · · · ·					X_Of	X_Officer (give title below) Other (specify below) EVP, WW Sales & Marketing					
ES CA 9	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ Form	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
EB, CH)	(State)	(Zip)				Table	I - Non-I	Derivativ	ve Securities A	Acquired, Dis	sposed of,	or Benefici	ally Owned		
1.Title of Security 2. Transaction Instr. 3) Date (Month/Day/Y		Date	ear) any		ite, if	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Owned F Transact	Transaction(s)			Ownership of Form:	Beneficial
			(Month	/Day/	Year)	Cod	le V	Amour	(A) or (D) Pr	Ì	(Instr. 3 and 4)			or Indirect (I)	Ownership Instr. 4)
		Table II					uired, Dis	posed o	f, or Beneficia	lly Owned					
1. Title of Derivative Conversion or Exercise (Instr. 3) Derivative Conversion Date (Month/Day/Year) Any (Month/Day/Year) Operivative Security (Month/Day/Year)		3A. Deemed Execution Date, i	(e.g., puts, calls, wa i, if Transaction of Der Code Securi ar) (Instr. 8) Acqui or Dis of (D)		Ils, wa 5. Num of Deri Securit Acquir or Disp	varrants, options, conve umber erivative		converti xercisab n Date	ercisable and 7. Date of y/Year) So		Title and Amount Sunderlying Derivative Security		Derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	Beneficial Ownership (Instr. 4)
Security	curity	(Instr.			3, 4,							Reported Transaction(s) (Instr. 4)	or Indirection (I)		
				-											
			Code	V	(A)	(D)	Date Exercisal	ole	Expiration Date	Title	Amount or Number of Shares		(msu. 4)	(Instr. 4)	
	MPIC BOULES, CA 90 ty ty 2. Conversion or Exercise Price of	(First) MPIC BOULEVARD, #40 (Street) LES, CA 90015 (State) ty 2. Conversion or Exercise Price of Derivative	(First) (Middle) MPIC BOULEVARD, #406 (Street) LES, CA 90015 (State) (Zip) ty 2. Transaction Date (Month/Day/Yea Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) A. Deemed Execution Date, any (Month/Day/Year)	(First) (Middle) 3. Date of O4/27/20 (Street) 4. If Amer LES, CA 90015 (State) 2A. De Execution Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2A. De Execution Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 8 (Instr. 8 (Month/Day/Year)) (Month/Day/Year) (Instr. 8 (Month/Day/Year))	HERBALIFE (First) (Middle) 3. Date of Earlie O4/27/2016 (Street) 4. If Amendment of Month/Day/Year) (State) (Zip) ty 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 3. Transaction Date (Execution Date) (Month/Day/Year) 4. Execution Date (Execution Date) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Execution Date, if Code (Instr. 8) (Instr. 8)	HERBALIFE LTI (First) (Middle) 3. Date of Earliest Tra 04/27/2016 (Street) 4. If Amendment, Date (State) (Zip) ty 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities beneficially owned directly (e.g., puts, calls, was 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities beneficially owned directly (e.g., puts, calls, was 2. (Month/Day/Year) 2. Table II - Derivative Securities beneficially owned directly (e.g., puts, calls, was 2. (Month/Day/Year) 2. Table II - Derivative Securities beneficially owned directly (e.g., puts, calls, was 2. (Month/Day/Year) 2. Table II - Derivative Securities beneficially owned directly (e.g., puts, calls, was 2. (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, was 2. (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquirectly (Instr. 8) of (D)	HERBALIFE LTD. [HI (First) (Middle) 3. Date of Earliest Transaction O4/27/2016 (Street) 4. If Amendment, Date Origin (Month/Day/Year) Table 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acques. (e.g., puts, calls, warrants.) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acques. (Month/Day/Year) 3. Transaction Code (Instr. of Derivative Securities Securities Securities Securities Acques. (Month/Day/Year) Acquired (A) or Disposed	HERBALIFE LTD. [HLF] (First) (Middle) 3. Date of Earliest Transaction (Month/O4/27/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-I (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Discussion of Exercise (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, any (Month/Day/Year) 4. S. Number 6. Date Execution Date, if Code Securities (Month/Day/Year) 6. Date Execution Date, if Operivative Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) 4. Acquired (A) or Disposed of (D)	HERBALIFE LTD. [HLF] (First) (Middle) (Month/Day/Yea 04/27/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Yea 04/27/2016 (State) (Zip) Table I - Non-Derivative Execution Date (Instr. 8) (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Instr. 8) (Table II - Derivative Securities Acquired, Disposed or (e.g., puts, calls, warrants, options, converting to any (Month/Day/Year) (Instr. 8) (Instr. 8) 2. Table II - Derivative Securities Acquired, Disposed or (e.g., puts, calls, warrants, options, converting the conversion of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/D	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 04/27/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ES, CA 90015 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) or Disposed of (Dinstr. 3, 4 and 5) (A) or Disposed of (Dinstr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Persons who respond to this form are not require currently valid OMB control or Exercise (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Persons who respond to this form are not require currently valid OMB control of Derivative Securities Acquired (A) or Disposed of (Dinstr. 8) 2. S. Number of Derivative Securities Acquired (A) or Disposed of (Dinstr. 8) (Month/Day/Year)	HERBALIFE LTD. [HLF] Direction Code V Amount Code V Amount Code Cod	HERBALIFE LTD. [HLF] Director X Officer (give tit A Officer	HERBALIFE LTD. [HLF] (Griest) (Middle) (Street) (Street) (Street) (State) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3, 4 and 5) (Instr	HERBALIFE LTD. [HLF] (Check all applicable) Director (First) (Middle) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) Persons who respond to the collection of information contained in this formare not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired (B) (Instr. 3 and 4) Persons who respond to the collection of information contained in this formare not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Gode (B) (Instr. 3) (Instr. 3	HERBALIFE LTD. [HLF] (First) (Middle)

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			EVP, WW Sales & Marketing				

Signatures

/s/ Mark J. Friedman, Attorney-in-Fact for Robert N. Levy	r	12/30/2016
**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).
- On December 19, 2013, the reporting person was granted an award of 19,673 stock appreciation rights (SARs). The amount and timing of the vesting of these SARs were dependent upon Herbalife (1) Ltd.'s achievement of certain performance criteria for each of fiscal 2013, 2014 and 2015. The performance criteria were met in 2015, resulting in the vesting of 11,803 SARs subject to this award on June 21, 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.