FORM	4
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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).

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

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### 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)										
1. Name and Address of Reporting Per Carmona Richard H	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner			
800 W. OLYMPIC BLVD. SUI	(Middle) ITE 406	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2017					Officer (give title below)	Other (specify b	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			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Code (Instr. 8)(A) or Disposed of ( (Instr. 3, 4 and 5)(Month/Day/Year)(Month/Day/Year)(A) or(A) or		of (D)	Beneficially Owned Following Reported Transaction(s)Ownership Form:of In Ben						
			Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
Common Stock	05/08/2017		A <mark>(1)</mark>		1,665	А	\$0	8,094	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a.g., puts calls warrants ontions convertible securities)

(e.g., puts, caus, warrants, options, convertible securities)															
1. Title of			3A. Deemed	4.		5.		6. Date Exer					9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expirati	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative	ive		Securities		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ities			(Instr. 3 and			Owned	Security:	(Instr. 4)
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) o	r						Reported	or Indirect	
						Disposed					Transaction(s)	(I)			
						of (D	)					(Instr. 4)	(Instr. 4)		
						(Instr	. 3,								
						4, and	15)								
											Amount				
								D (	т ·		or				
									Expiration	Title	Number				
								Exercisable Date			of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Carmona Richard H 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	Х					

### **Signatures**

/s/ Eileen Uy, Attorney-in-Fact for Richard H. Carmona	05/09/2017		
-**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 restricted stock units under the Herbalife Ltd. 2014 Stock Incentive Plan. This award will vest 100% on April 15, 2018. (1)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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