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

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 1(b).

Company Act of 1940

(Print or Type Re	esponses)														
Name and Address of Reporting Person JOHNSON MICHAEL				2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner					
(Last) (First) (Middle) 800 W. OLYMPIC BLVD., SUITE #406				3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017						X_Officer (give title below) Other (specify below) Executive Chairman					
(Street) LOS ANGELES, CA 90015				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form filed by One	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)	LES, CA 90	(State)	(Zip)		T. 1.1. 1		D : ()		•••		D 6.				
					1					quired, Disposed of,		-			
1.Title of Securit (Instr. 3)	Citle of Security Str. 3) 2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	ion	or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Own	ership II n: B	7. Nature Indirect Benefici Ownersh	ial	
					Code	V	Amount	(A) or (D)	Price	,		or In (I) (Inst	direct (l	nstr. 4)
Common Sto	ck		12/11/2017		М		132,416	A	\$ 22.94	2,080,700		D			
Common Stock		12/11/2017		D ⁽¹⁾		43,513	D	\$ 69.81	2,037,187		D				
Common Stock		12/11/2017		F(1)		49,120	D	\$ 69.81	1,988,067		D				
Common Sto	ck		12/11/2017		M 210,648 A \$ 2,198,715			D							
Common Stock 12/11/2017			12/11/2017		D ⁽²⁾		160,800	D	\$ 69.81	2,037,915		D			
Common Stock 12/11/2017			12/11/2017		F ⁽²⁾		27,542	D	\$ 69.81	2,010,373		D			
Common Stock 12/11/2017		12/11/2017		М		327,868	A	\$ 44.79	2,338,241		D				
Common Stock 12/11/2017		12/11/2017		D ⁽³⁾		210,360	D	\$ 69.81	2,127,881		D				
Common Stock 12/11/2017		12/11/2017		F(3)		64,924	D	\$ 69.81	2,062,957		D				
Common Stock									35,340		I	o tl tı	wned iroug		
Common Stock									113,122		I	o tl N J	senefi wned nroug Iicha ohnso RA	h el O.	
Reminder: Repor	rt on a separa	te line for each c	ass of securities ber	neficially owned dir	ectly or indi	rectly.									
						thi	s form are	not re	quired	he collection of inf to respond unless ol number.			SE	C 1474	1 (9-02)
			Table I	I - Derivative Secu (e.g., puts, calls						y Owned					
1. Title of Derivative Security (Instr. 3)	erivative courity Conversion Date Execution Date ecurity or Exercise (Month/Day/Year) any		Execution Date,	4. 5. Number of Derivative Securities			6. Date Exercisable and Expiration Date (Month/Day/Year) 7. See			nstr. 3 and 4) (Instr. 5) Benef Owne Follov Repor Trans			Owne Form Derive Secur Direct or Ind	rship of line ity: (D) irect	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
				Code V (A) (D)	Date Exer		Expiration Date	on T	Amount or Number of Shares		(msu. 4)	(IIIstf.	7)	

Stock Appreciation Right	\$ 22.94	12/11/2017	M		132,416	05/07/2013	05/07/2020	Common Stock	132,416	\$ 0	0	D	
Stock Appreciation Right	\$ 53.29	12/11/2017	M		210,648	05/18/2014	05/18/2021	Common Stock	210,648	\$ 0	0	D	
Stock Appreciation Right	\$ 44.79	12/11/2017	M		327,868	05/31/2015	05/31/2022	Common Stock	327,868	\$ 0	0	D	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JOHNSON MICHAEL 800 W. OLYMPIC BLVD., SUITE #406 LOS ANGELES, CA 90015	X		Executive Chairman				

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Michael O. Johnson	12/13/2017		
**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).
- The reporting person received 39,783 shares of common stock upon the net exercise of 132,416 stock appreciation rights ("SARS"). The reporting person forfeited 43,513 shares of common stock (1) underlying such SARS in payment of the exercise price and 49,120 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.
- The reporting person received 22,306 shares of common stock upon the net exercise of 210,648 SARS. The reporting person forfeited 160,800 shares of common stock underlying such SARS in (2) payment of the exercise price and 27,542 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.
- The reporting person received 52,584 shares of common stock upon the net exercise of 327,868 SARS. The reporting person forfeited 210,360 shares of common stock underlying such SARS in (3) payment of the exercise price and 64,924 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.

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.