

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

(Print or Type Responses)

1. Name and Address of Reporting Person LEVY ROBERT		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, The Americas	
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406		3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018			
(Street) LOS ANGELES, CA 90015		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	03/09/2018		M ⁽¹⁾		33,146	A	\$ 6.82	221,457	D	
Common Stock	03/09/2018		D ⁽¹⁾		2,272	D	\$ 99.53	219,185	D	
Common Stock	03/09/2018		F ⁽¹⁾		16,163	D	\$ 99.53	203,022	D	
Common Stock	03/09/2018		M ⁽²⁾		100,000	A	\$ 6.82	303,022	D	
Common Stock	03/09/2018		D ⁽²⁾		6,853	D	\$ 99.53	296,169	D	
Common Stock	03/09/2018		F ⁽²⁾		48,763	D	\$ 99.53	247,406	D	
Common Stock	03/09/2018		M ⁽³⁾		24,788	A	\$ 6.82	272,194	D	
Common Stock	03/09/2018		D ⁽³⁾		5,714	D	\$ 99.53	266,480	D	
Common Stock	03/09/2018		F ⁽³⁾		9,986	D	\$ 99.53	256,494	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 6.82	03/09/2018		M ⁽¹⁾		33,146		02/27/2012	02/27/2019	Common Stock	33,146	\$ 0	0	D	
Stock Appreciation Rights	\$ 6.82	03/09/2018		M ⁽²⁾		100,000		02/27/2014	02/27/2019	Common Stock	100,000	\$ 0	0	D	
Stock Appreciation Rights	\$ 22.94	03/09/2018		M ⁽³⁾		24,788		05/07/2013	05/07/2020	Common Stock	24,788	\$ 0	0	D	

Reporting Owners

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

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Robert Levy		03/09/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 14,711 shares of common stock upon the net exercise of 33,146 stock appreciation rights ("SARs"). The reporting person forfeited 2,272 shares of common stock (1) underlying such SARs in payment of the exercise price and 16,163 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 9, 2018 of \$99.53.

The reporting person received 44,384 shares of common stock upon the net exercise of 100,000 SARs. The reporting person forfeited 6,853 shares of common stock underlying such SARs in (2) payment of the exercise price and 48,763 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 9, 2018 of \$99.53.

The reporting person received 9,088 shares of common stock upon the net exercise of 24,788 SARs. The reporting person forfeited 5,714 shares of common stock underlying such SARs in (3) payment of the exercise price and 9,986 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 9, 2018 of \$99.53.

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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