FORM 4	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).

(Print or Type Pesponses)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 Report Dunn Jeff	2. Issuer Name an HERBALIFE N			<i>.</i> .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) 800 W. OLYMPIC BLVI	(Middle) D., SUITE 406	3. Date of Earliest 08/03/2018	Transactio	on (M	onth/Day/	Year)		Officer (give title below) Other (specify below)			
(Street) LOS ANGELES, CA 900		4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicabl						ble Line)			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)		Execution Date, if any	Code (Instr. 8)	ction	A 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	08/03/2018		S		17,440	D	\$ 58.53	49,076 <u>(1)</u>	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.

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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	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expirati	on Date	Amo	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			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	: 3 and			2	(Instr. 4)
	Security					Acqu	ired			4)			0	Direct (D)	
						(A) o							1	or Indirect	
						Dispo							Transaction(s)	< / <	
						of (D	·						(Instr. 4)	(Instr. 4)	
						(Instr	· · · ·								
						4, and	15)								
											Amount				
								Dete	E		or				
								Date Exercisable	Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

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

Signatures

/s/Henry Wang, Attorney-in-Fact for Jeff Dunn Signature of Reporting Person
Date
Date

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 33,258 additional shares of common stock.

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.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).