

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 DeSimone John <small>(Last) (First) (Middle)</small>	2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-President
800 W. OLYMPIC BOULEVARD, #406 <small>(Street)</small>	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2018	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
LOS ANGELES, CA 90015 <small>(City) (State) (Zip)</small>	4. If Amendment, Date Original Filed (Month/Day/Year)	

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	09/13/2018		M ⁽¹⁾		100,000	A	\$ 3.41	164,794 ⁽²⁾	D	
Common Stock	09/13/2018		D ⁽¹⁾		6,102	D	\$ 55.89	158,692	D	
Common Stock	09/13/2018		F ⁽¹⁾		49,438	D	\$ 55.89	109,254	D	
Common Stock	09/13/2018		M ⁽³⁾		160,000	A	\$ 10.33	269,254	D	
Common Stock	09/13/2018		D ⁽³⁾		29,580	D	\$ 55.89	239,674	D	
Common Stock	09/13/2018		F ⁽³⁾		68,667	D	\$ 55.89	171,007	D	
Common Stock	09/13/2018		M ⁽⁴⁾		60,932	A	\$ 11.47	231,939	D	
Common Stock	09/13/2018		D ⁽⁴⁾		12,505	D	\$ 55.89	219,434	D	
Common Stock	09/13/2018		F ⁽⁴⁾		25,497	D	\$ 55.89	193,937	D	
Common Stock	09/13/2018		M ⁽⁵⁾		83,334	A	\$ 26.65	277,271	D	
Common Stock	09/13/2018		D ⁽⁵⁾		39,729	D	\$ 55.89	237,542	D	
Common Stock	09/13/2018		F ⁽⁵⁾		22,959	D	\$ 55.89	214,583	D	
Common Stock	09/13/2018		M ⁽⁶⁾		158,950	A	\$ 22.4	373,533	D	
Common Stock	09/13/2018		D ⁽⁶⁾		63,691	D	\$ 55.89	309,842	D	
Common Stock	09/13/2018		F ⁽⁶⁾		50,154	D	\$ 55.89	259,688	D	
Common Stock	09/13/2018		M ⁽⁷⁾		90,798	A	\$ 39.79	350,486	D	
Common Stock	09/13/2018		D ⁽⁷⁾		64,643	D	\$ 55.89	285,843	D	
Common Stock	09/13/2018		F ⁽⁷⁾		13,773	D	\$ 55.89	272,070	D	
Common Stock	09/13/2018		M ⁽⁸⁾		115,472	A	\$ 29.99	387,542	D	
Common Stock	09/13/2018		D ⁽⁸⁾		61,964	D	\$ 55.89	325,578	D	
Common Stock	09/13/2018		F ⁽⁸⁾		28,175	D	\$ 55.89	297,403	D	
Common Stock	09/13/2018		M ⁽⁹⁾		179,444	A	\$ 15.22	476,847	D	
Common Stock	09/13/2018		D ⁽⁹⁾		48,869	D	\$ 55.89	427,978	D	
Common Stock	09/13/2018		F ⁽⁹⁾		68,751	D	\$ 55.89	359,227	D	
Common Stock	09/13/2018		M ⁽¹⁰⁾		100,000	A	\$ 23.9	459,227	D	
Common Stock	09/13/2018		D ⁽¹⁰⁾		42,764	D	\$ 55.89	416,463	D	
Common Stock	09/13/2018		F ⁽¹⁰⁾		30,138	D	\$ 55.89	386,325	D	
Common Stock								10,100 ⁽¹¹⁾	I	In trusts for children.

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

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				
Stock Appreciation Rights	\$ 3.41	09/13/2018		M	(1)(12)	100,000	02/27/2014	02/27/2019	Common Stock	100,000	\$ 0	0	D	
Stock Appreciation Rights	\$ 10.33	09/13/2018		M	(3)(13)	160,000	01/04/2015	01/04/2020	Common Stock	160,000	\$ 0	0	D	
Stock Appreciation Rights	\$ 11.47	09/13/2018		M	(4)(14)	60,932	05/07/2013	05/07/2020	Common Stock	60,932	\$ 0	0	D	
Stock Appreciation Rights	\$ 26.65	09/13/2018		M	(5)(15)	83,334	05/18/2014	05/18/2021	Common Stock	83,334	\$ 0	0	D	
Stock Appreciation Rights	\$ 22.4	09/13/2018		M	(6)(16)	158,950	05/31/2015	05/31/2022	Common Stock	158,950	\$ 0	0	D	
Stock Appreciation Rights	\$ 39.79	09/13/2018		M	(7)(17)	90,798	06/21/2016	12/19/2023	Common Stock	90,798	\$ 0	0	D	
Stock Appreciation Rights	\$ 29.99	09/13/2018		M	(8)(18)	115,472	04/30/2017	04/30/2024	Common Stock	115,472	\$ 0	0	D	
Stock Appreciation Rights	\$ 15.22	09/13/2018		M	(9)(19)	179,444	03/02/2018	03/02/2025	Common Stock	179,444	\$ 0	0	D	
Stock Appreciation Rights	\$ 23.9	09/13/2018		M	(10)(20)	100,000	05/07/2018	05/07/2025	Common Stock	100,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Co-President	

Signatures

/s/ Henry Wang, Attorney-in-Fact for John DeSimone	09/14/2018
<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).

(1) The reporting person received 44,460 shares of common stock upon the net exercise of 100,000 stock appreciation rights ("SARS"). The reporting person forfeited 6,102 shares of common stock underlying the SARS in payment of the exercise price and 49,438 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(2) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 32,397 additional shares of common stock.

(3) The reporting person received 61,753 shares of common stock upon the net exercise of 160,000 SARS. The reporting person forfeited 29,580 shares of common stock underlying the SARS in payment of the exercise price and 68,667 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

- (4) The reporting person received 22,930 shares of common stock upon the net exercise of 60,932 SARS. The reporting person forfeited 12,505 shares of common stock underlying the SARS in payment of the exercise price and 25,497 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (5) The reporting person received 20,646 shares of common stock upon the net exercise of 83,334 SARS. The reporting person forfeited 39,729 shares of common stock underlying the SARS in payment of the exercise price and 22,959 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (6) The reporting person received 45,105 shares of common stock upon the net exercise of 158,950 SARS. The reporting person forfeited 63,691 shares of common stock underlying the SARS in payment of the exercise price and 50,154 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (7) The reporting person received 12,382 shares of common stock upon the net exercise of 90,798 SARS. The reporting person forfeited 64,643 shares of common stock underlying the SARS in payment of the exercise price and 13,773 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (8) The reporting person received 25,333 shares of common stock upon the net exercise of 115,472 SARS. The reporting person forfeited 61,964 shares of common stock underlying the SARS in payment of the exercise price and 28,175 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (9) The reporting person received 61,824 shares of common stock upon the net exercise of 179,444 SARS. The reporting person forfeited 48,869 shares of common stock underlying the SARS in payment of the exercise price and 68,751 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (10) The reporting person received 27,098 shares of common stock upon the net exercise of 100,000 SARS. The reporting person forfeited 42,764 shares of common stock underlying the SARS in payment of the exercise price and 30,138 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (11) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 5,050 additional shares of common stock.
- (12) These SARS were previously reported as covering 75,000 shares at an exercise price of \$6.81 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (13) These SARS were previously reported as covering 80,000 shares at an exercise price of \$20.665 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (14) These SARS were previously reported as covering 38,082 shares at an exercise price of \$22.94 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (15) These SARS were previously reported as covering 41,667 shares at an exercise price of \$53.29 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (16) These SARS were previously reported as covering 79,475 shares at an exercise price of \$44.79 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (17) These SARS were previously reported as covering 45,399 shares at an exercise price of \$79.58 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (18) These SARS were previously reported as covering 57,736 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (19) These SARS were previously reported as covering 89,722 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (20) These SARS were previously reported as covering 50,000 shares at an exercise price of \$47.80 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

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.

JOHN DESIMONE
LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Henry Wang and Eileen K. Uy, or either of them acting singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file the Form ID to be filed with the United States Securities and Exchange Commission (the "SEC"), including amendments thereto, and any other documents necessary or appropriate to obtain a (i) Central Index Key Code, (ii) CIK Confirmation Code, (iii) Password, (iv) Password Modification Code or (v) any other codes, passwords and passphrases as are required or appropriate to permit the undersigned to make electronic filings with the SEC;

(2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Herbalife Ltd., a Cayman Islands company (the "Company"), required to be filed with or submitted to the SEC, any national securities exchange or similar authority and the Company pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act"), and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers and employee benefit plan administrators and trustees, and the undersigned hereby authorizes and approves any such release of information; and

(4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 23rd day of February 2017.

/s/ John DeSimone