| FORM | 4 |
|------|---|
|------|---|

| 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 Perponses)

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 Reporting Pe Mendoza Juan Miguel | 2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | |
| (Last) (First) 800 W. OLYMPIC BLVD. SU | (Middle) ITE 406 | 3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019 | | | | | | Officer (give title below) | Other (specify b | pelow) |
| (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) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | (Instr. 8) | tion | (A) or Disposed of (D) | | of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | v | Amount | (A) or (D) | Price | | (I) (Instr. 4) | (IIISU: I) |
| Common Stock | 05/06/2019 | | А | | 2,689 (1) | А | \$ 0 | 5,079 ⁽²⁾ | D | |

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

SEC 1474 (9-02)

Persons who respond to the collection of information 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

| (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 | ion | 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 | | Owned | 2 | (Instr. 4) |
| | Security | | | | | Acqu | ired | | | 4) | | | Following | Direct (D) | |
| | | | | | | (A) 0 | | | | | | | 1 | or Indirect | |
| | | | | | | Dispo | | | | | | | Transaction(s) | · / | |
| | | | | | | of (D | · | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | (Instr | · · · · | | | | | | | | |
| | | | | | | 4, and | 15) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Date | Expiration | | or | | | | |
| | | | | | | | | Exercisable | | Title | Number | | | | |
| | | | | | | | | Excicisable | Date | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| | | Relationsl | ips | | |
|--|----------|--------------|---------|-------|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | |
| Mendoza Juan Miguel 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015 | Х | | | | |

Signatures

| /s/ Lisa Kwon, as Attorney-in-Fact for Juan Miguel Mendoza | 05/08/2019 |
|--|------------|
| -**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).
- (1) Consists of restricted stock units ("RSUs") granted under the Herbalife Ltd. 2014 Stock Incentive Plan. The RSUs will vest 100% on April 15, 2020, subject to continued service on the Issuer's Board of Directors through such date.
- (2) Reflects 1,195 additional shares of common stock, after giving effect to the Issuer's 2-for-1 stock split on May 14, 2018.

Remarks:

Exhibit 24 - Power of Attorney

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.

JUAN MIGUEL MENDOZA LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

The undersigned, Juan Miguel Mendoza, hereby makes, constitutes and appoints each of Lisa H. Kwon and Jenna N. Pisarev, 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 Nutrition 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 7th day of February, 2019.

/s/ Juan Miguel Mendoza