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 Ty	pe Response	s)														
1. Name and Address of Reporting Person * Tartol John				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) (Middle) 800 W. OLYMPIC BLVD. SUITE 406			3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019							Office	r (give title belo	w)	Other (specify l	pelow)		
(Street)				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 iired, Disposed of, or Beneficially Owned					
LOS ANGELES, CA 90015 (City) (State) (Zip)				Table I - Non-Derivative Securities Acou						caui						
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		3. Transaction Code (Instr. 8)		tion 4. Se (A) c (D)	4. Securities Acquired (A) or Disposed of		ired				6. Ownership Form: Direct (D)	Beneficial Ownership	
						Сс	ode	V Amo) or D) P	rice				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock 05		05/06/2019			A	A	2,68	9 A	\$	0	375,249 ⁽²⁾			D		
			Table II - 1				quire	d, Dispose	l of, or	Benef	ficiall	•	OMB conf	rol numbe	r.	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative		3A. Deemed Execution Da	te, if Tra	insaction de str. 8)	5.	er ative ties	ions, conve 6. Date Ex and Expira (Month/Da	ercisabl	le te)	7. Ti Amo Unde Secu	tle and ount of erlying rities r. 3 and		9. Number of Derivative Securities Beneficially Owned	Owners Form of	Beneficia ve Ownershi

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Tartol John 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	X					

Signatures

/s/ Lisa Kwon, as Attorney-in-Fact for John Tartol	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) Amount reflected corrects the balance due to prior administrative error.

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 TARTOL LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

The undersigned, John Tartol, 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 $7 \, \text{th}$ day of February, 2019.