

# FORM 4

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

OMB APPROVAL	
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## 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 * <b>Harms Thomas</b>			2. Issuer Name and Ticker or Trading Symbol <b>HERBALIFE NUTRITION LTD. [HLF]</b>			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) <b>SVP, China &amp; APAC</b>		
(Last) (First) (Middle) <b>800 W. OLYMPIC BLVD., SUITE 406</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>06/02/2020</b>					
(Street) <b>LOS ANGELES, CA 90015</b>			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	06/02/2020		M		3,177	A	\$ 28.595	31,565	D	
Common Stock	06/02/2020		F		2,633	D	\$ 43.34	28,932	D	
Common Stock	06/02/2020		M		3,023	A	\$ 31.255	31,955	D	
Common Stock	06/02/2020		F		2,574	D	\$ 43.34	29,381	D	
Common Stock	06/02/2020		M		5,448	A	\$ 39.79	34,829	D	
Common Stock	06/02/2020		F		5,196	D	\$ 43.34	29,633	D	
Common Stock	06/02/2020		M		3,711	A	\$ 33.85	33,344	D	
Common Stock	06/02/2020		F		3,187	D	\$ 43.34	30,157	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		Date Exercisable	Expiration Date						Title
Stock Appreciation Rights	\$ 28.595	06/02/2020		M		3,177	02/27/2020 <sup>(1)</sup>	02/27/2027	Common Stock	3,177	\$ 0	3,177	D	
Stock Appreciation Rights	\$ 31.255	06/02/2020		M		3,023	05/09/2019 <sup>(2)</sup>	05/09/2026	Common Stock	3,023	\$ 0	3,023	D	
Stock Appreciation Rights	\$ 39.79	06/02/2020		M		5,448	06/21/2016 <sup>(3)</sup>	12/19/2023	Common Stock	5,448	\$ 0	5,448	D	

Stock Appreciation Rights	\$ 33.85	06/02/2020		M		3,711	03/01/2015 <sup>(4)</sup>	03/01/2022	Common Stock	3,711	\$ 0	3,711	D	
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harms Thomas 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015			SVP, China & APAC	

## Signatures

Lisa Kwon, as Attorney-In-Fact for Thomas Harms		06/04/2020
<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 Stock Appreciation Rights were granted on February 27, 2017. 20% vested on February 27, 2018, 20% vested on February 27, 2019 and the remaining 60% vested on February 27, 2020.
- (2) The Stock Appreciation Rights were granted on May 9, 2016. 20% vested on May 9, 2017, 20% vested on May 9, 2018 and the remaining 60% vested on May 9, 2019.
- (3) The Stock Appreciation Rights were granted on December 19, 2013. 20% vested on June 21, 2014, 20% vested on June 21, 2015 and the remaining 60% vested on June 21, 2016.
- (4) The Stock Appreciation Rights were granted on March 1, 2012. 20% vested on March 1, 2013, 20% vested on March 1, 2014 and the remaining 60% vested on March 1, 2015.

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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