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* Irani Jehangir D					2. Issuer Name and Ticker or Trading Symbol HERBALIFE NUTRITION LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 800 WEST OLYMPIC BLVD. SUITE 406					3. Date of Earliest Transaction (Month/Day/Year) 08/05/2020							X Officer (give title below) Other (specify below) SVP, PAO					
(Street)				4. If	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					
LOS AN	GELES, C	A 90015											1 01111 1110	od by More than	One Reporting	CISON	
(City	·)	(State)	(Zip)			Ta	able I	- Non	-Der	ivative	Securities	Acqu	ired, Disp	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	Execu	2A. Deemed Execution Date, any		3. Transa Code (Instr. 8)		tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Follow Reported Transaction(s)		Following	6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Mon	(Month/Day/Year			ode	V	Amoun	(A) or (D)	Price	(Instr. 3 a	r. 3 and 4)		\ /	
Common	Stock		08/05/2020					F	·	135 (1) D	\$ 51.75	13,212			D	
			Table II -					quire	the f d, Di	orm dis	splays a of, or Ben	curre reficia	ntly valid	OMB conf	spond unle trol numbe		
1. Title of	I ₂	3. Transactio			outs, call 4.			ts, op			tible secu		itle and	Q Dries of	O. Maranhan	of 10.	11. Nature
	Conversion or Exercise Price of Derivative Security	Date	Execution Da Year) any	ate, if	e, if Transaction Code (ear) (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)		Am Uno Sec	ount of derlying urities tr. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownersh Form of Derivati Security Direct (I or Indire	of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exer	cisable	Expiratio Date	n Titl	Amount or Number of Shares				

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Irani Jehangir D 800 WEST OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015			SVP, PAO			

Signatures

Lisa Kwon, as Attorney-In-Fact for Jehangir Irani	08/07/2020
**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) Units withheld to satisfy the withholding tax obligations due in connection with the vesting of restricted stock units previously granted to the Reporting Person on August 5, 2019.

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.