

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 Hierrich Edi		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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP/Managing Director EMEA	
(Last) (First) (Middle) 800 W. OLYMPIC BLVD. SUITE 406		3. Date of Earliest Transaction (Month/Day/Year) 12/03/2020			
(Street) LOS ANGELES, CA 90015		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 ____ 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)	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	12/03/2020		M		15,000	A	\$ 23.9	48,529	D	
Common Stock	12/03/2020		F		10,872	D	\$ 49.72	37,657	D	
Common Stock	12/03/2020		M		26,872	A	\$ 31.255	64,529	D	
Common Stock	12/03/2020		F		21,584	D	\$ 49.72	42,945	D	
Common Stock	12/04/2020		S		6,241	D	\$ 49.88	36,704	D	
Common Stock	12/07/2020		S		9,416	D	\$ 49.8756 (1)	27,288	D	
Common Stock								13,819	I	By wife

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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights	\$ 23.9 (2)	12/03/2020		M		15,000 (2)		05/07/2018 (3)	05/07/2025	Common Stock	15,000	\$ 0	0	D	
Stock Appreciation Rights	\$ 31.255 (4)	12/03/2020		M		26,872 (4)		05/09/2019 (5)	05/09/2026	Common Stock	26,872	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hierrich Edi 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015			SVP/Managing Director EMEA	

Signatures

Lisa Kwon, as Attorney-in-Fact for Edi Hierrich 12/07/2020

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) This transaction was executed in multiple trades at prices ranging from \$49.87 to \$49.88. The price reported reflects the weighted average sale price of \$49.8756. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Adjusted to reflect the Issuer's May 14, 2018 2-for-1 stock split. The stock appreciation rights ("SARs") were previously reported as part of an award covering 12,500 shares at an exercise price of \$47.80 per share.
- (3) The SARs were granted on May 7, 2015. 20% vested on May 7, 2016, 20% vested on May 7, 2017 and the remaining 60% vested on May 7, 2018.
- (4) Adjusted to reflect the Issuer's May 14, 2018 2-for-1 stock split. The SARs were previously reported as part of an award covering 16,795 shares at an exercise price of \$62.51 per share.
- (5) The SARs 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.

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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