FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

1 NI	pe Responses	·)		•									
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) 05/05/2022				Office	er (give title belo	ow)	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) 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									
(Instr. 3)		2. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	(A) (D)	(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	V Am	ount (D)					(I) (Instr. 4)	
Common Stock 05/05/20		05/05/2022		A	5,3	5,387 A	\$ 0	308,993			D		
											formation spond unle		1474 (9-02)
				Derivative Securiti	es Acquire	containe the form d, Dispos	d in this f displays d of, or B	orm ai a curre	re not requently valid	uired to res OMB con	spond unle trol numbe	ss	14/4 (9-02)
Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Ye	3A. Deemed Execution Data	e.g., puts, calls, wa 4. te, if Transaction Code Year) (Instr. 8)	ies Acquire arrants, op	containe the form d, Dispos	d of, or Beertible see ercisable attion Date ay/Year)	eneficia curities 7. An Un Sec (In 4)	re not requently valid	OMB con 8. Price of	spond unle	of 10. Ownersi Form of Derivati Security Direct (or Indire	11. Natu of Indire Benefici: Ownersh (Instr. 4)

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

Lisa Kwon, as Attorney-in-Fact for John Tartol	05/09/2022
**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, 2023, subject to continued service on the Issuer's Board of Directors through such date.

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.