

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Hienrich Edi</u> (Last) (First) (Middle) 800 W. OLYMPIC BLVD., SUITE 406 (Street) LOS ANGELES CA 90015 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERBALIFE NUTRITION LTD. [HLF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Regional Pres. EMEA & India
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/19/2023		F		973 ⁽¹⁾	D	\$20.43	134,871	D	
Common Stock	02/20/2023		F		3,726 ⁽²⁾	D	\$20.43	131,145	D	
Common Stock	02/19/2023		F		448 ⁽³⁾	D	\$20.43	19,754	I	By wife
Common Stock	02/20/2023		F		1,714 ⁽⁴⁾	D	\$20.43	18,040	I	By wife

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Units withheld to satisfy the withholding tax obligations due in connection with the vesting of restricted stock units ("RSUs") previously granted to the Reporting Person on February 19, 2021.
- Units withheld to satisfy the withholding tax obligations due in connection with the vesting of RSUs previously granted to the Reporting Person on February 20, 2020.
- Units withheld to satisfy tax withholding obligations due in connection with the vesting of RSUs previously granted to the Reporting Person's Wife on February 19, 2021.
- Units withheld to satisfy tax withholding obligations due in connection with the vesting of RSUs previously granted to the Reporting Person's Wife on February 20, 2020.

Remarks:

Jenna Lo, as Attorney-In-Fact for 02/22/2023
Edi Hienrich

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.