

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

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. Name and Address of Reporting Person* <u>Hoffman Alan L</u> (Last) (First) (Middle) <u>800 W. OLYMPIC BLVD</u> <u>SUITE 406</u> (Street) <u>LOS ANGELES CA</u> <u>90015</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Global Corporate Affairs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2018</u>	
	4. If Amendment, Date of 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

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	08/02/2018		S ⁽¹⁾		55,576	D	\$57.5	3,764 ⁽²⁾	D	
Common Stock	08/02/2018		M ⁽³⁾		26,512	A	\$15.22	30,276	D	
Common Stock	08/02/2018		D ⁽³⁾		6,991	D	\$57.74	23,285	D	
Common Stock	08/02/2018		F ⁽³⁾		9,681	D	\$57.74	13,604	D	
Common Stock	08/02/2018		M ⁽⁴⁾		8,734	A	\$31.255	22,338	D	
Common Stock	08/02/2018		D ⁽⁴⁾		4,728	D	\$57.74	17,610	D	
Common Stock	08/02/2018		F ⁽⁴⁾		1,987	D	\$57.74	15,623	D	

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		Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Appreciation Rights	\$15.22	08/02/2018		M ⁽¹⁾⁽⁵⁾		26,512	03/02/2018	03/02/2025	Common Stock	26,512	\$0.00	26,504	D	
Stock Appreciation Rights	\$31.255	08/02/2018		M ⁽¹⁾⁽⁶⁾		8,734	(7)	05/09/2026	Common Stock	8,734	\$0.00	26,200	D	

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2018.
- On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 29,670 additional shares of common stock.
- The reporting person received 9,840 shares of common stock upon the net exercise of 26,512 stock appreciation rights ("SARS"). The reporting person forfeited 6,991 shares of common stock underlying the SARS in payment of the exercise price and 9,681 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on August 2, 2018 of \$57.74.
- The reporting person received 2,019 shares of common stock upon the net exercise of 8,734 SARS. The reporting person forfeited 4,728 shares of common stock underlying the SARS in payment of the exercise price and 1,987 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on August 2, 2018 of \$57.74.
- These SARS were previously reported as covering 53,017 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- These SARS were previously reported as covering 21,834 shares at an exercise price of \$62.51 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- On May 9, 2016, the reporting person was granted 43,668 (post-split) Stock Appreciation Rights (SARS). These SARS vested 20% on May 9, 2017, 20% on May 9, 2018, and the remaining 60% will vest on May 9, 2019.

Remarks:

/s/ Henry Wang, Attorney-in-
Fact for Alan Hoffman 08/06/2018

** 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.