

Birmingham Richard P
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Birmingham Richard P

(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
HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2018 | | M ⁽¹⁾ | 7,503 A | \$ 44.79 | 11,087 ⁽²⁾ | D |
| Common Stock | 02/28/2018 | | D ⁽¹⁾ | 3,649 D | \$ 92.1 | 7,438 | D |
| Common Stock | 02/28/2018 | | M ⁽³⁾ | 4,526 A | \$ 79.58 | 11,964 | D |
| Common Stock | 02/28/2018 | | D ⁽³⁾ | 3,911 D | \$ 92.1 | 8,053 | D |
| Common Stock | 03/02/2018 | | S | 3,800 D | \$ 91.77 | 4,253 | D |

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- (2) Amount of securities beneficially owned following the reported transaction was corrected to add 1,665 shares previously disclosed on the reporting person's Form 4 filed on May 9, 2017.
- (3) The reporting person received 615 shares of common stock upon the net exercise of the 4,526 SARs. The reporting person forfeited 3,911 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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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