

HERBALIFE LTD.
Form 3
January 08, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lambert Frank | | (Month/Day/Year) | HERBALIFE LTD. [HLF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 800 W. OLYMPIC BLVD., | | | (Check all applicable) | |
| SUITE 406 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| LOS ANGELES,Â CAÂ 90015 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | SVP, Managing Dir. -North Asia | 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 9,282 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | | or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|----------------------------|--------|----------|----------------------------|---|
| Stock Appreciation Right | Â (2) | 02/27/2019 | Common Stock | 6,666 | \$ 6.82 | D | Â |
| Stock Appreciation Right | Â (3) | 05/07/2020 | Common Stock | 4,237 | \$ 22.94 | D | Â |
| Stock Appreciation Right | Â (4) | 05/18/2021 | Common Stock | 4,861 | \$ 53.29 | D | Â |
| Stock Appreciation Right | Â (5) | 12/01/2021 | Common Stock | 3,115 | \$ 55.9 | D | Â |
| Stock Appreciation Right | Â (6) | 05/31/2022 | Common Stock | 12,295 | \$ 44.79 | D | Â |
| Stock Appreciation Right | Â (7) | 12/19/2023 | Common Stock | 5,675 | \$ 79.58 | D | Â |
| Stock Appreciation Right | Â (8) | 04/30/2024 | Common Stock | 7,217 | \$ 59.98 | D | Â |
| Stock Appreciation Right | Â (9) | 03/02/2025 | Common Stock | 14,070 | \$ 30.44 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lamberti Frank 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015 | Â | Â | Â SVP, Managing Dir. -North Asia | Â |

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Frank Lamberti
Date: 01/08/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares of the Issuer's common stock to which the Reporting Person became entitled upon vesting of restricted stock units, receipt of which the reporting person has elected to defer.
 - (2) These stock appreciation rights were fully vested as of February 27, 2012.
 - (3) These stock appreciation rights were fully vested as of May 7, 2013.
 - (4) These stock appreciation rights were fully vested as of May 18, 2014.
 - (5) These stock appreciation rights were fully vested as of December 1, 2014.
 - (6) These stock appreciation rights were fully vested as of May 31, 2015.

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- (7) 40% of these stock appreciation rights vested as of December 19, 2015 and the remaining 60% will vest on June 21, 2016.
- (8) 20% of these stock appreciation rights vested as of April 30, 2015, 20% will vest on April 30, 2016 and the remaining 60% will vest on April 30, 2017.
- (9) 20% of these stock appreciation rights will vest on March 2, 2016, 20% will vest on March 2, 2017 and the remaining 60% will vest on March 2, 2018.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â LimitedÂ PowerÂ ofÂ Attorney

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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