Chiu Shin-Shing Bosco Form 4 March 08, 2018

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

SECURITIES

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chiu Shin-Shing Bosco		ng Person *	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(energian application)		
			(Month/Day/Year)	Director 10% Owner		
800 W. OLYMPIC BOULEVARD,		EVARD,	03/06/2018	_X_ Officer (give title Other (specify below)		
SUITE 406				Principal Accounting Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LOS ANGELES, CA 90015				_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
LODINIOL	ELD, CITYOU			Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	00/06/0010		Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)	_	
Stock	03/06/2018		M <u>(1)</u>	15,396	A	59.98	17,278	D	
Common Stock	03/06/2018		D <u>(1)</u>	9,538	D	\$ 96.84	7,740	D	
Common Stock	03/06/2018		F(1)	2,908	D	\$ 96.84	4,832	D	
Common Stock	03/06/2018		M(2)	18,760	A	\$ 30.44	23,592	D	
Common Stock	03/06/2018		D(2)	5,899	D	\$ 96.84	17,693	D	

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\$ 96.84 11,314 Common 03/06/2018 $F^{(2)}$ D Stock

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

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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. Transactic Code (Instr. 8)	Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Appreciation Rights	\$ 59.98	03/06/2018		M <u>(1)</u>		15,396	04/30/2017	04/30/2024	Common Stock	15,3
Stock Appreciation Rights	\$ 30.44	03/06/2018		M(2)		18,760	03/02/2018	03/02/2025	Common Stock	18,7

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Chiu Shin-Shing Bosco 800 W. OLYMPIC BOULEVARD, SUITE 406 LOS ANGELES, CA 90015

Principal Accounting Officer

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Shin-Shing Bosco 03/08/2018 Chiu

> **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)

Reporting Owners 2

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The reporting person received 2,950 shares of common stock upon the net exercise of 15,396 stock appreciation rights ("SARS"). The reporting person forfeited 9,538 shares of common stock underlying the SARS in payment of the exercise price and 2,908 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on March 6, 2018 of \$96.84.

The reporting person received 6,482 shares of common stock upon the net exercise of 18,760 SARs. The reporting person forfeited 5,899 (2) shares of common stock underlying the SARS in payment of the exercise price and 6,379 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on March 6, 2018 of \$96.84.

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.