

JOHNSON MICHAEL

Form 4

June 11, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MICHAEL

2. Issuer Name **and** Ticker or Trading
Symbol
HERBALIFE NUTRITION LTD.
[HLF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
800 W. OLYMPIC BLVD., SUITE
#406

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Executive Chairman

(Street)
LOS ANGELES, CA 90015

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	06/07/2018		M	384,910 A	\$ 29.99 4,513,214 (1)	D	
Common Stock	06/07/2018		D(2)	221,438 D	\$ 52.13 4,291,776	D	
Common Stock	06/07/2018		F(2)	86,070 D	\$ 52.13 4,205,706	D	
Common Stock	06/07/2018		M	815,660 A	\$ 15.22 5,021,366	D	
Common Stock	06/07/2018		D(3)	238,144 D	\$ 52.13 4,783,222	D	

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Common Stock	06/07/2018	F ⁽³⁾	304,064	D	\$ 52.13	4,479,158	D	
Common Stock						70,680 ⁽⁴⁾	I	Beneficially owned through a trust for his child.
Common Stock						226,244 ⁽⁵⁾	I	Beneficially owned through Michael O. Johnson IRA

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nur Sha
Stock Appreciation Rights	\$ 29.99	06/07/2018		M	384,910	04/30/2017 04/30/2024	Common Stock 38
Stock Appreciation Rights	\$ 15.22	06/07/2018		M	815,660	03/02/2018 03/02/2025	Common Stock 81

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON MICHAEL 800 W. OLYMPIC BLVD., SUITE #406 LOS ANGELES, CA 90015	X Executive Chairman

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Michael O.
Johnson

06/11/2018

__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) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 2,064,152 additional shares of common stock.

The reporting person received 77,402 shares of common stock upon the net exercise of 384,910 stock appreciation rights ("SARS"). The reporting person forfeited 221,438 shares of common stock underlying such SARS in payment of the exercise price and 86,070 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 7, 2018 of \$52.13.
- (2) The reporting person received 273,452 shares of common stock upon the net exercise of 815,660 SARS. The reporting person forfeited 238,144 shares of common stock underlying such SARS in payment of the exercise price and 304,064 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 7, 2018 of \$52.13.
- (3) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 35,340 additional shares of common stock.
- (4) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 113,122 additional shares of common stock.
- (5) These SARS were previously reported as covering 192,455 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (6) These SARS were previously reported as covering 407,830 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (7)

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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