

JOHNSON MICHAEL  
Form 4  
December 13, 2017

**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 \*  
JOHNSON MICHAEL

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)  
800 W. OLYMPIC BLVD., SUITE #406  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2017

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/11/2017		M		132,416	A	\$ 22.94
Common Stock	12/11/2017		D <sup>(1)</sup>		43,513	D	\$ 69.81
Common Stock	12/11/2017		F <sup>(1)</sup>		49,120	D	\$ 69.81
Common Stock	12/11/2017		M		210,648	A	\$ 53.29
Common Stock	12/11/2017		D <sup>(2)</sup>		160,800	D	\$ 69.81

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Common Stock	12/11/2017	F <sup>(2)</sup>	27,542	D	\$ 69.81	2,010,373	D	
Common Stock	12/11/2017	M	327,868	A	\$ 44.79	2,338,241	D	
Common Stock	12/11/2017	D <sup>(3)</sup>	210,360	D	\$ 69.81	2,127,881	D	
Common Stock	12/11/2017	F <sup>(3)</sup>	64,924	D	\$ 69.81	2,062,957	D	
Common Stock						35,340	I	Beneficially owned through a trust for his child
Common Stock						113,122	I	Beneficially owned through Michael O. Johnson IRA

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

**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 control number.**

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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)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 22.94	12/11/2017		M	132,416	05/07/2013	05/07/2020	Common Stock	13
Stock Appreciation Right	\$ 53.29	12/11/2017		M	210,648	05/18/2014	05/18/2021	Common Stock	21
Stock Appreciation Right	\$ 44.79	12/11/2017		M	327,868	05/31/2015	05/31/2022	Common Stock	32

