Tartol John Form 4 May 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

1(b).

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 * Tartol John

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

HERBALIFE LTD. [HLF]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

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

800 W. OLYMPIC BOULEVARD,

(Street)

(Middle)

#406

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

05/11/2012

Form filed by More than One Reporting

LOS ANGELES, CA 90015

(City)	(State)	(Zip) Tal	e I - Non-Derivative Securities Acquired, Disposed of, or E	Beneficially 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 5. Amount of 6. Transaction(A) or Disposed of (D) Securities Owned Code (Instr. 3, 4 and 5) Beneficially Form: Owned Direct Following or Index (A) or Code V Amount (D) Price (Instr. 3 and 4)	Beneficial t (D) Ownership irect (Instr. 4)
Common Stock	05/11/2012		P 1,000 A \$ 107,260 (1) I	By Trust (2)
Common Stock			356,722 <u>(3)</u> I	By Corporation
Common Stock			150 <u>(5)</u> I	In custodial account (6)
Common Stock			150 <u>(5)</u> I	In custodial account (6)
Common Stock			150 <u>(5)</u> I	In custodial account (6)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Tartol John 800 W. OLYMPIC BOULEVARD, #406 X LOS ANGELES, CA 90015

Signatures

John Tartol by Brett R. Chapman, attorney-in-fact

05/15/2012

**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 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 53,130 additional shares of common stock.
- (2) The reporting person is trustee for Tartol Enterprises Profit Sharing Plan.
- (3) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 178,361 additional shares of common stock.
- (4) Shares held by Carhill Holdings, Inc. The reporting person is an officer of Carhill Holdings, Inc., but has no direct or indirect pecuniary interest in the shares held by Carhill Holdings, Inc. Pursuant to Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownerhsip of these securities, and this report shall not be deemed an admission that the reporting

Reporting Owners 2

9. Nu Deriv Secur Bene

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person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (5) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 75 additional shares of common stock.
- Shares held in custodial accounts for the benefit of each of the reporting person's children under the Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

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.