

JOHNSON MICHAEL  
Form 4  
September 05, 2012

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

OMB APPROVAL

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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

(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 BOULEVARD,  
#406  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/09/2012

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

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	08/09/2012		G <sup>(1)</sup>	V 56,281 D \$ 0 863,868	D		
Common Stock	08/09/2012		G <sup>(1)</sup>	V 56,281 A \$ 0 920,149	D		
Common Stock	08/23/2012		G <sup>(2)</sup>	V 75,000 D \$ 0 770,149 <sup>(3)</sup>	D		
Common Stock	09/04/2012		A <sup>(4)</sup>	513 A \$ 0 770,662	D		
Common Stock	08/23/2012		G <sup>(5)</sup>	V 75,000 A \$ 0 154,420	I		Beneficially owned through

Common Stock	Quantity	Code	Spouse's GRAT <sup>(6)</sup>
Common Stock	154,420	I	Beneficially owned through GRAT <sup>(7)</sup>
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.

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

Michael O. Johnson by Brett R. Chapman,  
Attorney-in-Fact 09/05/2012

\_\_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) This report is voluntarily filed to reflect the contribution by the reporting person of 56,281 shares of the issuer's common stock to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.

The reporting person and his spouse have entered into a transmutation agreement pursuant to which the reporting person and his spouse agreed that 75,000 shares of Herbalife common stock owned by the reporting person and his spouse as community property would be deemed to be the separate property of his spouse and 75,000 shares of Herbalife common stock owned by the reporting person and his

- (2) spouse as community property would be deemed to be the separate property of the reporting person. Concurrently with the entry into this agreement, the reporting person's spouse contributed such shares to a grantor retained annuity trust for which she is the sole beneficiary and the initial trustee. Accordingly, such shares are now reported as indirectly owned by the reporting person through his spouse's grantor retained annuity trust.

The amount of securities beneficially owned directly by the reporting person following this transaction has been reduced by 75,000 shares to reflect the contribution by the reporting person on August 23, 2012, of 75,000 shares of Herbalife common stock to a grantor retained annuity trust for which the reporting person is the sole beneficiary and the initial trustee. Such shares are now reported as indirectly owned by the reporting person through his grantor retained annuity trust. These 75,000 shares of Herbalife common stock are the shares deemed to be the separate property of the reporting person pursuant to a transmutation agreement he signed with his spouse.

- (4) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

The amount of securities beneficially owned directly by the reporting person following this transaction has been reduced by 75,000 shares to reflect the contribution by the reporting person on August 23, 2012, of 75,000 shares of Herbalife common stock to a grantor retained annuity trust for which the reporting person's spouse is the sole beneficiary and the initial trustee. Such shares are now reported as indirectly owned by the reporting person through the grantor retained annuity trust of his spouse. These 75,000 shares of Herbalife common stock are the shares deemed to be the separate property of the reporting person's spouse pursuant to their transmutation agreement.

- (6) The reporting person's spouse is the sole beneficiary and initial trustee of her grantor retained annuity trust.

- (7) The reporting person is the sole beneficiary and the initial trustee of his grantor retained annuity trust.

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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