

HERBALIFE LTD.  
Form 4  
November 27, 2013

**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 BOULEVARD,  
#406  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/25/2013

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)
Common Stock	11/25/2013		G <sup>(1)</sup>	V 24,788 D \$ 0	839,794 <sup>(2)</sup>	D	
Common Stock	11/25/2013		G	V 24,788 A \$ 0	864,582	D	
Common Stock					29,181	I	by trust for child
Common Stock					50,829 <sup>(3)</sup>	I	by GRAT
Common Stock					50,829 <sup>(4)</sup>	I	by spouse's GRAT



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- The amount of securities beneficially owned directly by the reporting person has been increased by 48,342 shares to reflect the transfer on November 25, 2013 by the reporting person of 24,171 shares of Herbalife common stock, and the transfer by the reporting person's spouse on November 25, 2013 of 24,171 shares of Herbalife common stock, from each of their respective grantor retained annuity trusts to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.
- (2) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust has been reduced by 24,171 to reflect the contribution of those shares to the Johnson Family Trust.
  - (3) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust of the reporting person's spouse has been reduced by 24,171 to reflect the contribution of those shares to the Johnson Family Trust.

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.