Edgar Filing: DeSimone John - Form 4

DeSimone Jo Form 4	ohn											
May 09, 201	3											
FORM	ГЛ										PPROVAL	
	UNITE	D STATES				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Section 16.				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per			
Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed p ^{ns} Section 1	7(a) of the		ility Ho	oldi	ng Com	pany	Act o	ge Act of 1934, ff 1935 or Sectio 40	n	0.5	
(Print or Type R	Responses)											
1. Name and Address of Reporting Person <u>*</u> DeSimone John			2. Issuer Name and Ticker or Trading Symbol					g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction					(Check all applicable)				
	(Inst)	. ,	(Month/Da 05/07/20	ay/Year)	114	iisaction			Director X Officer (give below) Chief		6 Owner er (specify eer	
				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
LOS ANGE	LES, CA 9001	15							Form filed by N Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non	-De	rivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8	8)	4. Securi nAcquired Disposed (Instr. 3,	(A) of of (D 4 and (A) or) 5)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	05/07/2013			Code $F^{(1)}$	V	Amount 2,890	(D) D	Price \$ 0		D		

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

Stock

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Financial Officer					
Signatures								
John DeSimone by Brett R. Chapman, Attorney-in-Fact	05/08/2013							
<u>**</u> 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).

Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that

(1) Issuer to satisfy the resulting withholding tax obligation. This statement of charges of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

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.