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HERBALI	FE LTD.										
Form 4											
December 2	23, 2013										
FOR	ЛД								PPROVAL		
	VI T UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
	this box	U ,									
if no lo subject		MENT OF	CHAN	NGES IN	Expires: F Estimated	2005 average					
Section			SECU	RITIES	burden hou						
Form 4								response	•		
Form 5 obligati	ions Section 17						nge Act of 1934 of 1935 or Sect				
may co	ntinue.			•	•	ny Act of 1					
1(b).	littetion				1	5					
(Print or Type	e Responses)										
1 Nama and	Address of Deporting	Darson *	. .		1 (5) 1		5 Deletionship	of Doporting Dor	ran(s) to		
Black Care	Address of Reporting		2. Issue Symbol	er Name an	d Ticker or	Trading	Issuer	of Reporting Fer	Reporting Person(s) to		
			-	ALIFE LI	D IHL	7]					
(Least)	(Einst)	Meddla)			L	1	(Check all applicable)				
(Last) (First) (Middle)				of Earliest T	ransaction		XDirector10% Owner				
800 W. OI	LYMPIC BOULE	VARD.	(Month/Day/Year) 12/19/2013				Officer (give title Other (specify				
#406		,		-010			below) below)				
(Street)			4. If Am	endment. D	ate Origina	ıl	6. Individual or Joint/Group Filing(Check				
	· · ·		4. If Amendment, Date Original Filed(Month/Day/Year)				Applicable Line)				
				·				y One Reporting P			
LOS ANG	ELES, CA 90015						Person	y More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security		Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)				Code	Disposed		Beneficially	(D) or Indirect			
		(Month/Da	y/rear)	(Instr. 8)	(Instr. 3, 4	+ and 5)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported		(,)		
						or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
							spond to the coll		SEC 1474		
							ained in this form ond unless the fo		(9-02)		
							ntly valid OMB co				

 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. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	(A) or Disposed of (D) (Instr. 3, 4, and 5)		d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 79.58	12/19/2013		А		4,526		(1)	12/19/2020	Common Stock	4,526
Reportir	ng Own	ers									

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Black Carole 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	Х						
Signatures							
Carole Black by Jim Berklas, Attorney-in-fact		12/23/2013					
**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) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Half of these stock appreciation rights were vested upon grant, 25% will vest on January 15, 2014 and 25% will vest on April 15, 2014.

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.