

Wang Henry C
Form 3
May 01, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Wang Henry C		(Month/Day/Year)	HERBALIFE NUTRITION LTD. [HLF]	
(Last)	(First)	05/01/2018		
800 W. OLYMPIC BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SUITE 406				
(Street)			(Check all applicable)	
LOS ANGELES, CA 90015			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, General Counsel	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,882 ⁽¹⁾	D	W

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Rights	Â (2)	05/09/2026	Common Stock	6,026	\$ 62.51	D	Â
Stock Appreciation Rights	Â (3)	02/27/2027	Common Stock	6,144	\$ 57.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wang Henry C 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	Â	Â	Â EVP, General Counsel	Â

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Henry C.
Wang

05/01/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 February 26, 2018, the reporting person was granted 1,882 Restricted Stock Units ("RSUs"). These RSUs will vest 20% on each of February 26, 2019 and February 26, 2020, and 60% will vest on February 26, 2021.
- (2) On May 9, 2016, the reporting person was granted 7,532 Stock Appreciation Rights ("SARs"). Twenty percent of these SARs vested 20% on May 9, 2017 and were exercised, 20% will vest on May 9, 2018, and the remaining 60% will vest on May 9, 2019.
- (3) On February 27, 2017, the reporting person was granted 7,680 SARs. These SARs vested 20% on February 27, 2018, will vest 20% on May 9, 2018, and the remaining 60% will vest on May 9, 2019.

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.