

JOHNSON MICHAEL  
Form 4  
June 11, 2018

**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 NUTRITION LTD.  
[HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 W. OLYMPIC BLVD., SUITE #406  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/07/2018

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	06/07/2018			M 384,910 A \$ 29.99	4,513,214 (1)	D	
Common Stock	06/07/2018			D(2) 221,438 D \$ 52.13	4,291,776	D	
Common Stock	06/07/2018			F(2) 86,070 D \$ 52.13	4,205,706	D	
Common Stock	06/07/2018			M 815,660 A \$ 15.22	5,021,366	D	
Common Stock	06/07/2018			D(3) 238,144 D \$ 52.13	4,783,222	D	

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Common Stock	06/07/2018	F <sup>(3)</sup>	304,064	D	\$ 52.13	4,479,158	D	
Common Stock						70,680 <sup>(4)</sup>	I	Beneficially owned through a trust for his child.
Common Stock						226,244 <sup>(5)</sup>	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 Security (Instr. 3 and 4)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Appreciation Rights	\$ 29.99	06/07/2018		M	384,910	04/30/2017 04/30/2024	Common Stock	38	
Stock Appreciation Rights	\$ 15.22	06/07/2018		M	815,660	03/02/2018 03/02/2025	Common Stock	81	

## Reporting Owners

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

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Michael O.  
Johnson

06/11/2018

\_\_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) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 2,064,152 additional shares of common stock.  

The reporting person received 77,402 shares of common stock upon the net exercise of 384,910 stock appreciation rights ("SARS"). The reporting person forfeited 221,438 shares of common stock underlying such SARS in payment of the exercise price and 86,070 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 7, 2018 of \$52.13.
- (2) The reporting person received 273,452 shares of common stock upon the net exercise of 815,660 SARS. The reporting person forfeited 238,144 shares of common stock underlying such SARS in payment of the exercise price and 304,064 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 7, 2018 of \$52.13.
- (3) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 35,340 additional shares of common stock.
- (4) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's ownership of 113,122 additional shares of common stock.
- (5) These SARS were previously reported as covering 192,455 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (6) These SARS were previously reported as covering 407,830 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (7)

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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