

HERBALIFE LTD.  
Form SC 13D/A  
April 09, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 8)\***

HERBALIFE LTD.

(Name of Issuer)

**Common Shares, par value \$0.002 per share**

(Title of Class of Securities)

**G4412G 10 1**

(CUSIP Number)

Kevin J. Curley

c/o J.H. Whitney & Co.

130 Main Street

New Canaan, Connecticut 06840

(203) 716-6100

(Name, Address and Telephone Number of Person

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Authorized to Receive Notices and Communications)

With a copy to:

Paul T. Schnell, Esq.

Neil P. Stronski, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

April 6, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(c), 240.13d-1(f) or 240.13d-1(g), check the following box. o

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**Item 4. Purpose of Transaction**

The disclosure in Item 4 of the Schedule 13D originally filed on February 2, 2007, as amended by Amendment No. 1 to the Schedule 13D filed on March 19, 2007, Amendment No. 2 to the Schedule 13D filed on March 20, 2007, Amendment No. 3 to the Schedule 13D filed on March 21, 2007, Amendment No. 4 to the Schedule 13D filed on March 26, 2007, Amendment No. 5 to the Schedule 13D filed on March 27, 2007, Amendment No. 6 to the Schedule 13D filed on March 30, 2007 and Amendment No. 7 to the Schedule 13D filed on April 5, 2007 (the Schedule 13D ), is hereby amended by adding the following paragraphs as new paragraphs after the ninth paragraph thereof:

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Buyer and the Issuer have terminated their previously disclosed discussions concerning Buyer's possible interest in exploring making a proposal to acquire all of the outstanding Common Shares of the Issuer. In those discussions, Buyer had communicated to the Special Committee of the Issuer's Board of Directors its willingness to consider submitting an indication of interest at a price higher than its original price if Buyer and the Issuer reached an understanding as to process. Buyer had also indicated its willingness to discuss cooperating, even before entering a definitive agreement, in the Special Committee's pursuing alternative transactions with other parties, and to discuss supporting a different party's transaction that was embraced by the Issuer's distributors, the Special Committee and the Board.

Buyer will continue to review developments at the Issuer. In addition, Buyer may engage in sales or purchases of Common Shares of the Issuer, on the open market or otherwise, from time to time, in order to decrease or increase its stake in the Issuer, subject to any applicable restrictions under U.S. securities laws, including, without limitation, Rule 144 promulgated under the Securities Act of 1933, as amended.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of April 9, 2007

WHITNEY V, L.P.

By: Whitney Equity Partners V, LLC, its General Partner

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Managing Member

WHITNEY STRATEGIC PARTNERS V, L.P.

By: Whitney Equity Partners V, LLC, its General Partner

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Managing Member

WHITNEY PRIVATE DEBT FUND, L.P.

By: Whitney Private Debt GP, L.L.C., its General Partner

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Managing Member

WHITNEY EQUITY PARTNERS V, LLC

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Managing Member

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WHITNEY PRIVATE DEBT GP, L.L.C.

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Managing Member

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PRAIRIE FIRE CAPITAL, LLC

By: /s/ Daniel J. O Brien  
Daniel J. O Brien

Manager

/s/ Peter M. Castleman

Peter M. Castleman

/s/ Daniel J. O Brien

Daniel J. O'Brien

/s/ Michael R. Stone

Michael R. Stone

THE MICHAEL AND KAREN STONE FAMILY FOUNDATION, INC.

By: /s/ Michael R. Stone  
Michael R. Stone

Sole Director and President