

Diekroeger Kenneth  
Form 3  
December 15, 2004

# 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 \*

Â Diekroeger Kenneth  
(Last) (First) (Middle)

C/O GOLDEN GATE PRIVATE  
EQUITY, INC.,Â ONE  
EMBARCADERO CENTER,  
33RD FLOOR

(Street)

SAN  
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
12/15/2004

3. Issuer Name and Ticker or Trading Symbol  
HERBALIFE LTD. [HLF]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

### 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

15,148,371

I

See Footnote <sup>(1)</sup>

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

SEC 1473 (7-02)

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information contained in this form are not  
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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

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial  
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrants (right to buy)	07/01/2005	12/01/2014	Common Stock	245,000	\$ 15.5	I	See Footnote <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diekroeger Kenneth C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 33RD FLOOR SAN FRANCISCO, CA 94111	X	X	X	X

## Signatures

/s/ Kenneth J. Diekroeger                      12/14/2004

\_\_\_\_\_  
\*\*Signature of                      Date  
Reporting Person

## 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).

Consists of 13,227,397 shares directly owned by CCG Investments (BVI), L.P., 664,929 shares directly owned by CCG Associates -- QP, LLC, 61,824 shares directly owned by CCG Associates -- AI, LLC, 177,203 shares directly owned by CCG Investment Fund -- AI, LP, 436,356 shares directly owned by CCG AV, LLC -- Series C, 354,418 shares directly owned by CCG AV, LLC -- Series E and 226,242

- (1) shares directly owned by CCG CI, LLC, all shares of which are indirectly beneficially owned by Golden Gate Capital Management, L.L.C., as general partner of all the above entities. Mr. Kenneth J. Diekroeger is a member of Golden Gate Capital Management, L.L.C. Mr. Diekroeger disclaims beneficial ownership of the shares owned of record by such entities except to the extent of his pecuniary interest therein.

Consists of a warrant directly owned by GGC Administration, L.L.C. Mr. Diekroeger is a member of GGC Administration, L.L.C. Mr.

- (2) Diekroeger disclaims beneficial ownership of the shares owned of record by GGC Administration, L.L.C. except to the extent of his pecuniary interest therein.

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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