

Diekroeger Kenneth
Form 4
February 14, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Diekroeger Kenneth

(Last) (First) (Middle)

ONE EMBARCADERO
CENTER, 33RD FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (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 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)
Common Stock	12/13/2005		S	Amount 4,565,311 (1)	Price \$ 30.5	10,409,411 I	Footnote (2)

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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diekroeger Kenneth ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	X	X		

Signatures

/s/ Kenneth J.
Diekroeger

12/15/2005

**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 3,986,380 shares directly owned and sold by CCG Investments (BVI), L.P., 200,392 shares directly owned and sold by CCG Associates-QP, LLC, 18,633 shares directly owned and sold by CCG Associates-AI, LLC, 53,404 shares directly owned and sold by CCG Investment Fund-AI, LP, 131,506 shares directly owned and sold by CCG AV, LLC-Series C, 106,812 shares directly owned and sold by CCG AV, LLC-Series E and 68,184 shares directly owned and sold by CCG CI, LLC. Golden Gate Capital Management, L.L.C., as general partner or managing member of all the above entities, may be deemed to share beneficial ownership of the reported shares. Mr. Diekroeger is a member of Golden Gate Capital Management, L.L.C.

(2) Consists of 9,089,388 shares directly owned by CCG Investments (BVI), L.P., 456,914 shares directly owned by CCG Associates-QP, LLC, 42,485 shares directly owned by CCG Associates-AI, LLC, 121,768 shares directly owned by CCG Investment Fund-AI, LP, 299,848 shares directly owned by CCG AV, LLC-Series C, 243,543 shares directly owned by CCG AV, LLC-Series E and 155,465 shares directly owned by CCG CI, LLC. Mr. Diekroeger disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

Remarks:

This Form 4 is being refiled because it was inadvertently originally filed under the issuer code for Herbalife International Inc.,

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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