

Schissel Mark J
 Form 4
 February 02, 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 *
 Schissel Mark J

2. Issuer Name and Ticker or Trading Symbol
 HERBALIFE 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)
 01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, WW Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2018		M ⁽¹⁾		8,631	A	\$ 59.98
Common Stock	01/31/2018		D ⁽²⁾		6,238	D	\$ 82.99
Common Stock	01/31/2018		F ⁽²⁾		883	D	\$ 82.99
Common Stock	01/31/2018		M ⁽¹⁾		1,259	A	\$ 62.51
Common Stock	01/31/2018		D ⁽³⁾		949	D	\$ 82.99

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Common Stock 01/31/2018 F⁽³⁾ 108 D \$ 82.99 2,912 D

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 59.98	01/31/2018		M ⁽¹⁾	8,631	04/30/2017 04/30/2024	Common Stock	8,631
Stock Appreciation Rights	\$ 62.51	01/31/2018		M ⁽¹⁾	1,259	⁽⁴⁾ 05/09/2026	Common Stock	1,259

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schissel Mark J
800 W. OLYMPIC BLVD., SUITE 406
LOS ANGELES, CA 90015

EVP, WW Operations

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Mark Schissel

02/02/2018

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2017.

The reporting person received 1,510 shares of common stock upon the net exercise of the 8,631 Stock Appreciation Rights ("SARs"). The reporting person forfeited 6,238 shares of common stock underlying the SARs in payment of the exercise price and 883 shares of common stock underlying the SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 31, 2018 of \$82.99.

(2) The reporting person received 202 shares of common stock upon the net exercise of the 1,259 SARs. The reporting person forfeited 949 shares of common stock underlying the SARs in payment of the exercise price and 108 shares of common stock underlying the SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 31, 2018 of \$82.99.

(3) Consists of SARs granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 20% vested on May 9, 2017, 20% will vest 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.

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