## Edgar Filing: HERBALIFE LTD. - Form 4

HERBALIE	FE LTD.									
Form 4 April 25, 20	)14									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
subject Section Form 4	to <b>SIAIE</b> 16.	F CHAI	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					average urs per		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> GOUDIS RICHARD			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
	HERBALIFE LTD. [HLF]				(Check all applicable)					
				of Earliest T Day/Year) 2014	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) Chief Operating Officer			
				endment, D onth/Day/Yea	U	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	<b>7</b> 1	1 T XT -		a	Person	6 D 6 '		
	. ,						Acquired, Disposed		-	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution(Instr. 3)(Month/Day/Year)any (Month/Day/Day)			Date, if TransactionAcquired (A) or Code Disposed of (D)			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)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	3) Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Appreciation Rights	\$ 79.58	04/23/2014		А		10,932		06/21/2014 <u>(1)</u>	12/19/2023	Common Stock	1
Reportir	ng Own	ers									

## Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 Chief Operating Officer LOS ANGELES, CA 90015 Signatures Richard Goudis by Jim Berklas, 04/25/2014 Attorney-in-Fact \*\*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).

On December 13, 2013, the reporting person was granted an award of 54,661 stock appreciation rights (SARs). The amount and timing of
 (1) the vesting of these SARs is dependent upon the Company's achievement of certain performance criteria for each of fiscal 2013, 2014 and 2015. The performance criteria was met in 2013, resulting in the vesting of 10,932 SARs subject to this award on June 21, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.