Harms Thomas Form 3 August 04, 2017

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Â Harms Thomas

(Month/Day/Year)

HERBALIFE LTD. [HLF]

(Middle)

08/01/2017

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

800 W. OLYMPIC BLVD.,

SUITE 406

1. Title of Security

(Instr. 4)

(Last)

(Street)

(First)

(Check all applicable)

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

(give title below) (specify below) _X_ Form filed by One Reporting SVP, China & APAC

Person

Form filed by More than One

Reporting Person

LOS ANGELES, Â CAÂ 90015

(City) (State) (Zip)

> 2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02)

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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 (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable

Expiration

Title

Amount or Number of

Security: Derivative Security Direct (D) or Indirect

(I)

Date

Shares

						(Instr. 5)	
Stock Appreciation Right	02/28/2008(1)	02/28/2018	Common Stock	1,000	\$ 21.57	D	Â
Stock Appreciation Right	02/27/2009(2)	02/27/2019	Common Stock	6,000	\$ 6.82	D	Â
Stock Appreciation Right	02/27/2009(3)	02/27/2019	Common Stock	15,000	\$ 6.82	D	Â
Stock Appreciation Right	05/07/2010(4)	05/07/2020	Common Stock	5,032	\$ 22.94	D	Â
Stock Appreciation Right	05/18/2011(5)	05/18/2021	Common Stock	4,167	\$ 53.29	D	Â
Stock Appreciation Right	03/01/2012(6)	03/01/2022	Common Stock	3,711	\$ 67.7	D	Â
Stock Appreciation Right	05/31/2012(7)	05/31/2022	Common Stock	11,803	\$ 44.79	D	Â
Stock Appreciation Right	12/19/2013(8)	12/19/2023	Common Stock	5,448	\$ 79.58	D	Â
Stock Appreciation Right	04/30/2014(9)	04/30/2024	Common Stock	6,639	\$ 59.98	D	Â
Stock Appreciation Right	03/02/2015(10)	03/02/2025	Common Stock	9,176	\$ 30.44	D	Â
Stock Appreciation Right	05/09/2016(11)	05/09/2026	Common Stock	3,023	\$ 62.51	D	Â
Stock Appreciation Right	02/27/2017(12)	02/27/2027	Common Stock	3,177	\$ 57.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
Harms Thomas 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015	Â	Â	SVP, China & APAC	Â	

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Thomas
Harms
08/04/2017

**Signature of 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).

Reporting Owners 2

Date

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- (1) On February 28, 2008 the reporting person was granted 6,000 Stock Appreciation Right ("SARs"). These SARs were fully vested as of February 28, 2011.
- (2) On February 27, 2009 the reporting person was granted 6,000 SARs. These SARs were fully vested as of February 27, 2012.
- (3) On February 27, 2009 the reporting person was granted 15,000 SARs. These SARs were fully vested as of February 27, 2014.
- (4) On May 7, 2010 the reporting person was granted 5,032 SARs. These SARs were fully vested as of May 7, 2013.
- (5) On May 18, 2011, the reporting person was granted 4,167 SARs. These SARs were fully vested as of May 18, 2014.
- (6) On March 1, 2012, the reporting person was granted 3,711 SARs. These SARs were fully vested as of March 1, 2015.
- (7) On May 31, 2012, the reporting person was granted 11,803 SARs. These SARs were fully vested as of May 31, 2015.
- (8) On December 19, 2013, the reporting person was granted 5,448 SARs. These SARs were fully vested as of December 19, 2016.
- (9) On April 30, 2014, the reporting person was granted 6,639 SARs. These SARs were fully vested as of April 30, 2017.
- (10) On March 2, 2015, the reporting person was granted 9,176 SARs. Forty percent (40%) of these SARs were vested as of March 2, 2017, and the remaining sixty percent (60%) will vest on March 2, 2018.
- On May 9, 2016, the reporting person was granted 3,023 SARs. Twenty percent (20%) of these SARs were vested as of May 9, 2017, twenty percent (20%) will vest on May 9, 2018, and the remaining sixty percent (60%) will vest on May 2, 2019.
- (12) On February 27, 2017, the reporting person was granted 3,177 SARs. Twenty percent (20%) of these SARs will vest on each of February 27, 2018 and February 27, 2019, and the remaining sixty percent (60%) will vest on February 27, 2020.

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.