

Harms Thomas
Form 3
August 04, 2017

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 Harms Thomas

(Last) (First) (Middle)

800 W. OLYMPIC BLVD.,
SUITE 406

(Street)

LOS ANGELES,Â CAÂ 90015

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/01/2017

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, China & APAC

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

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

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
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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(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			
	Director	10% Owner	Officer	Other
Harms Thomas 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015	Â	Â	Â SVP, China & APAC	Â

Signatures

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

__Signature of Reporting Person

Date

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).

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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.
- (11) 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.