

Chiu Shin-Shing Bosco  
Form 4  
January 26, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chiu Shin-Shing Bosco

(Last) (First) (Middle)

800 W. OLYMPIC BOULEVARD,  
SUITE 406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Principal Accounting Officer

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 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)
Common Stock	01/24/2018		M <sup>(1)</sup>	V Amount (A) or (D) Price 1,000 A \$ 27.79	1,000	D	
Common Stock	01/24/2018		D <sup>(2)</sup>	356 D \$ 78.21	644	D	
Common Stock	01/24/2018		F <sup>(2)</sup>	223 D \$ 78.21	421	D	
Common Stock	01/24/2018		M <sup>(1)</sup>	5,417 A \$ 53.29	5,838	D	
Common Stock	01/24/2018		D <sup>(3)</sup>	3,691 D \$ 78.21	2,147	D	

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Common Stock	01/24/2018	<u>F</u> <sup>(3)</sup>	597	D	\$ 78.21	1,550	D
Common Stock	01/24/2018	<u>M</u> <sup>(1)</sup>	2,561	A	\$ 55.9	4,111	D
Common Stock	01/24/2018	<u>D</u> <sup>(4)</sup>	1,831	D	\$ 78.21	2,280	D
Common Stock	01/24/2018	<u>F</u> <sup>(4)</sup>	253	D	\$ 78.21	2,027	D
Common Stock	01/24/2018	<u>M</u> <sup>(1)</sup>	2,295	A	\$ 44.79	4,322	D
Common Stock	01/24/2018	<u>D</u> <sup>(5)</sup>	1,315	D	\$ 78.21	3,007	D
Common Stock	01/24/2018	<u>F</u> <sup>(5)</sup>	340	D	\$ 78.21	2,667	D
Common Stock	01/26/2018	<u>S</u> <sup>(1)</sup>	2,667	D	\$ 78.54	0	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 27.79	01/24/2018		M <sup>(1)</sup>	1,000	08/31/2013	08/31/2020	Common Stock	1,000
Stock Appreciation Rights	\$ 53.29	01/24/2018		M <sup>(1)</sup>	5,417	05/18/2014	05/18/2021	Common Stock	5,417
	\$ 55.9	01/24/2018		M <sup>(1)</sup>	2,561	12/01/2014	12/01/2021		2,561

Stock  
Appreciation  
Rights

Common  
Stock

Stock  
Appreciation  
Rights

\$ 44.79

01/24/2018

M<sup>(1)</sup>

2,295

05/31/2015

05/31/2022

Common  
Stock

2,29

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

Chiu Shin-Shing Bosco  
800 W. OLYMPIC BOULEVARD, SUITE 406  
LOS ANGELES, CA 90015

Principal Accounting Officer

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Shin-Shing Bosco  
Chiu.

01/26/2018

\_\_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 9, 2017.

The reporting person received 421 shares of common stock upon the net exercise of 1,000 stock appreciation rights ("SARs"). The reporting person forfeited 356 shares of common stock underlying such SARS in payment of the exercise price and 223 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 24, 2018 of \$78.21.

(3) The reporting person received 1,129 shares of common stock upon the net exercise of 5,417 SARs. The reporting person forfeited 3,691 shares of common stock underlying such SARS in payment of the exercise price and 597 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 24, 2018 of \$78.21.

(4) The reporting person received 477 shares of common stock upon the net exercise of 2,561 SARs. The reporting person forfeited 1,831 shares of common stock underlying such SARS in payment of the exercise price and 253 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 24, 2018 of \$78.21.

(5) The reporting person received 640 shares of common stock upon the net exercise of 2,295 SARs. The reporting person forfeited 1,315 shares of common stock underlying such SARS in payment of the exercise price and 340 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on January 24, 2018 of \$78.21.

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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