

Hienrich Edi
 Form 4
 February 25, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Hienrich Edi

2. Issuer Name and Ticker or Trading Symbol
 HERBALIFE NUTRITION 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)
 02/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/Managing Director EMEA

LOS ANGELES, CA 90015

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	02/21/2019		A	(A) 8,907 (1)	\$ 0 23,395 (2)	D	
Common Stock	02/21/2019		A	(A) 6,056 (1)	\$ 0 8,836	I	By wife

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

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 (9-02)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 31.255	02/22/2019		A		20,154	(3)	05/09/2019	05/09/2026	Common Stock	20,154
Common Stock	\$ 28.595	02/22/2019		A		7,062	(4)	02/27/2019	02/27/2027	Common Stock	7,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hienrich Edi 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015				SVP/Managing Director EMEA

Signatures

Lisa Kwon, as Attorney-In-Fact for Edi Hienrich 02/25/2019

**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) Consists of restricted stock units ("RSUs") granted under the Herbalife Ltd. 2014 Stock Incentive Plan. The RSUs will vest 20% on February 21, 2020, 20% on February 21, 2021, and 60% on February 21, 2022, subject to continued service through each applicable date.
- (2) Reflects 7,244 additional shares of common stock, after giving effect to the Issuer's 2-for-1 stock split on May 14, 2018.
- (3) On May 9, 2016, the Reporting Person was granted an award of 33,590 performance stock appreciation rights ("PSARs"), which number reflects the Issuer's 2-for-1 stock split on May 14, 2018. The amount and timing of the vesting of these PSARs is dependent upon achievement by the Issuer of certain performance criteria for each of fiscal 2016, 2017 and 2018. As the performance criteria for 2018 has been satisfied, 20,154 PSARs will vest on May 9, 2019, subject to continued service through each applicable date.
- (4) On February 27, 2017, the Reporting Person was granted an award of 35,310 PSARs, which number reflects the Issuer's 2-for-1 stock split on May 14, 2018. The amount and timing of the vesting of these PSARs is dependent upon achievement by the Issuer of certain performance criteria for each of fiscal 2017, 2018 and 2019. As the performance criteria for 2018 has been satisfied, 7,062 PSARs will vest on February 27, 2019, subject to continued service through each applicable date.

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.