

HERBALIFE LTD.  
Form 8-K  
April 29, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 29, 2014

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

P.O. Box 309GT, Uglan House, South Church  
Street, Grand Cayman, Cayman Islands

KY1-1106

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

c/o (213) 745-0500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company's 2014 Annual General Meeting of Shareholders held on April 29, 2014, the following items were voted upon:

(1)	Election of Directors		
	Nominee	For	Withheld
	Class I Directors (two-year terms)		
	Michael Johnson	72,033,569	1,364,187
	John Tartol	69,616,469	3,781,287
	Hunter Gary	55,656,720	17,741,036
	Jesse Lynn	72,646,764	750,992
	Class II Director (one-year term)		
	James Nelson	71,780,310	1,617,446
(2)	Advise as to the Company's Executive Compensation		
	For	Against	Abstain
	71,732,322	1,392,775	272,652
(3)	Adoption of the Herbalife Ltd. 2014 Stock Incentive Plan		
	For	Against	Abstain
	71,843,176	1,313,511	241,069
(4)	Ratification of the Company's Independent Registered Public Accountants for Fiscal 2014		
	For	Against	Abstain
	89,314,936	213,241	272,302

There were 16,402,723 broker non-votes in the election of directors and with respect to each of the three aforementioned proposals.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

*April 29, 2014*

By: *Jim Berklas*

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*Name: Jim Berklas*

*Title: Associate General Counsel*