

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Harms Thomas		(Month/Day/Year)	HERBALIFE LTD. [HLF]	
(Last)	(First)	(Middle)	08/01/2017	
800 W. OLYMPIC BLVD.,				
SUITE 406		(Check all applicable)		
(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP, China & APAC		
LOS ANGELES, Â CA Â 90015		4. Relationship of Reporting Person(s) to Issuer		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
		6. Individual or Joint/Group Filing(Check Applicable Line)		
		<input checked="" type="checkbox"/> Form filed by One Reporting Person		
		<input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of 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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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(Instr. 5)

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