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HERBALIF Form 4	E LTD.										
August 29, 2	2013										
FORM	ЛД									APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number			
Check this box if no longer of a TEN TEN TEN TEN OF CHANGES IN DENEEDICIAL OWNERSHIP OF								Expires:	January 20	31, 005	
subject to STATEMENT OF CHAP Section 16. Form 4 or				SECUR	RITIES	Estimate burden h respons	ed average nours per	0.5			
obligation may con <i>See</i> Instr 1(b).	ons Section 17(a) of the P	ublic U		ding Cor	npan	y Act	nge Act of 1934 of 1935 or Sect 940			
(Print or Type	Responses)										
JOHNSON MICHAEL Symbol				r Name and ALIFE LT			ng	5. Relationship of Reporting Person(s) to Issuer			
(Leat)	(Einst)				•	.]		(Cl	neck all applic	able)	
(Last) 800 W. OL #406	(First) (1 YMPIC BOULEV	(f Earliest Ti Day/Year) 013	ransaction			X Director X Officer (g below)		10% Owner Other (specify EO	
LOS ANG	(Street) ELES, CA 90015			endment, Da nth/Day/Year	-	ıl				g Person	
(City)	(State)	(Zip)			. . <i>.</i> .	G	•.• •	Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme	ed Date, if	3. Transactic Code	4. Securi onAcquirec Disposec (Instr. 3,	ties l (A) c l of (D	or))	cquired, Disposed 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	
Common Stock	08/28/2013			A <u>(1)</u>	157	А	\$0	816,240	D		
Common Stock								29,181	I	by trust for child	
Common Stock								75,000	Ι	by GRAT	
Common Stock								75,000	Ι	by spouse's GRAT	
Common								113 122	I	Beneficiall	V

Stock

1

owned through

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Michael O. Johnson IRA

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	Х		Chairman & CEO				
Signatures							

Michael O. Johnson by Brett R. Chapman, Attorney-in-Fact

**Signature of Reporting Person

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 dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

08/29/2013

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.