

Harms Thomas
Form 4
April 04, 2018

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 *
Harms Thomas

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE 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)
04/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, China & APAC

LOS ANGELES, CA 90015

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/02/2018 | | M ⁽¹⁾⁽²⁾ | | 9,176 | A | \$ 30.44 |
| Common Stock | 04/02/2018 | | D ⁽¹⁾⁽²⁾ | | 2,869 | D | \$ 97.38 |
| Common Stock | 04/02/2018 | | F ⁽¹⁾⁽²⁾ | | 3,128 | D | \$ 97.38 |
| Common Stock | 04/02/2018 | | M ⁽¹⁾⁽³⁾ | | 6,639 | A | \$ 59.98 |
| Common Stock | 04/02/2018 | | D ⁽¹⁾⁽³⁾ | | 4,090 | D | \$ 97.38 |

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| | | | | | | | |
|--------------|------------|----------------|--------|---|----------|--------|---|
| Common Stock | 04/02/2018 | <u>F(1)(3)</u> | 1,265 | D | \$ 97.38 | 9,097 | D |
| Common Stock | 04/02/2018 | <u>M(1)(4)</u> | 11,803 | A | \$ 44.79 | 20,900 | D |
| Common Stock | 04/02/2018 | <u>D(1)(4)</u> | 5,429 | D | \$ 97.38 | 15,471 | D |
| Common Stock | 04/02/2018 | <u>F(1)(4)</u> | 3,161 | D | \$ 97.38 | 12,310 | D |
| Common Stock | 04/02/2018 | <u>M(1)(5)</u> | 4,167 | A | \$ 53.29 | 16,477 | D |
| Common Stock | 04/02/2018 | <u>D(1)(5)</u> | 2,281 | D | \$ 97.38 | 14,196 | D |
| Common Stock | 04/02/2018 | <u>F(1)(5)</u> | 684 | D | \$ 97.38 | 13,512 | D |
| Common Stock | 04/02/2018 | <u>M(1)(6)</u> | 5,032 | A | \$ 22.94 | 18,544 | D |
| Common Stock | 04/02/2018 | <u>D(1)(6)</u> | 1,186 | D | \$ 97.38 | 17,358 | D |
| Common Stock | 04/02/2018 | <u>F(1)(6)</u> | 1,331 | D | \$ 97.38 | 16,027 | D |
| Common Stock | 04/04/2018 | <u>S(1)</u> | 11,393 | D | \$ 95.98 | 4,634 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Appreciation | \$ 30.44 | 04/02/2018 | | <u>M(1)(2)</u> | 9,176 | 03/02/2018 | 03/02/2025 | Common Stock | 9 |

Right

Stock

| | | | | | | | |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|
| Appreciation Right | \$ 59.98 | 04/02/2018 | M ⁽¹⁾⁽³⁾ | 6,639 | 04/30/2017 | 04/30/2024 | Common Stock |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|

Stock

| | | | | | | | |
|--------------------|----------|------------|---------------------|--------|------------|------------|--------------|
| Appreciation Right | \$ 44.79 | 04/02/2018 | M ⁽¹⁾⁽⁴⁾ | 11,803 | 05/31/2015 | 05/31/2022 | Common Stock |
|--------------------|----------|------------|---------------------|--------|------------|------------|--------------|

Stock

| | | | | | | | |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|
| Appreciation Right | \$ 53.29 | 04/02/2018 | M ⁽¹⁾⁽⁵⁾ | 4,167 | 05/18/2014 | 05/18/2021 | Common Stock |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|

Stock

| | | | | | | | |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|
| Appreciation Right | \$ 22.94 | 04/02/2018 | M ⁽¹⁾⁽⁶⁾ | 5,032 | 05/07/2010 | 05/07/2020 | Common Stock |
|--------------------|----------|------------|---------------------|-------|------------|------------|--------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harms Thomas 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015 | | | SVP, China & APAC | |

Signatures

| | |
|--|------------|
| /s/ Eileen Uy, Attorney-in-Fact for Thomas Harms | 04/04/2018 |
|--|------------|

**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 February 28, 2018.

The reporting person received 3,179 shares of common stock upon the net exercise of 9,176 stock appreciation rights ("SARs"). The reporting person forfeited 2,869 shares of common stock underlying such SARs in payment of the exercise price and 3,128 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on April 2, 2018 of \$97.38.

(2) The reporting person received 1,284 shares of common stock upon the net exercise of 6,639 SARs. The reporting person forfeited 4,090 shares of common stock underlying such SARs in payment of the exercise price and 1,265 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on April 2, 2018, of \$97.38.

(3) The reporting person received 3,213 shares of common stock upon the net exercise of 11,803 SARs. The reporting person forfeited 5,429 shares of common stock underlying such SARs in payment of the exercise price and 3,161 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on April 2, 2018, of \$97.38.

(4) The reporting person received 1,202 shares of common stock upon the net exercise of 4,167 SARs. The reporting person forfeited 2,281 shares of common stock underlying such SARs in payment of the exercise price and 684 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on April 2, 2018, of \$97.38.

(5) The reporting person received 2,515 shares of common stock upon the net exercise of 5,032 SARs. The reporting person forfeited 1,186 shares of common stock underlying such SARs in payment of the exercise price and 1,331 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on April 2, 2018, of \$97.38.

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