

Hienrich Edi
 Form 3
 September 21, 2009

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 Hienrich Edi | | (Month/Day/Year) | HERBALIFE LTD. [HLF] | |
| (Last) | (First) | 09/09/2009 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 800 W. OLYMPIC BLVD. | | | (Check all applicable) | |
| SUITE 406 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| LOS ANGELES,Â CAÂ | 90015 | | SVP/Managing Director | EMEA |
| (City) | (State) | (Zip) | | 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) |
|------------------------------------|--|---|--|
| Common Stock | 927 | D | Â |
| Common Stock | 877 | I | By wife |
| Common Stock <u>(1)</u> | 223 <u>(2)</u> | D | Â |
| Common Stock <u>(3)</u> | 730 <u>(2)</u> | D | Â |
| Common Stock <u>(4)</u> | 1,104 <u>(2)</u> | D | Â |
| Common Stock <u>(5)</u> | 10,061 <u>(2)</u> | D | Â |
| Common Stock <u>(6)</u> | 177 <u>(2)</u> | I | By wife |
| Common Stock <u>(7)</u> | 755 <u>(2)</u> | I | By wife |
| Common Stock <u>(8)</u> | 939 <u>(2)</u> | I | By wife |

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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Option | Â <u>(9)</u> | 04/27/2015 | Common Stock | 4,400 | \$ 15 | D | Â |
| Non-Qualified Stock Option | Â <u>(10)</u> | 04/27/2015 | Common Stock | 7,600 | \$ 15 | I | By wife |
| Stock Appreciation Rights | Â <u>(11)</u> | 03/23/2016 | Common Stock | 3,038 | \$ 32.79 | D | Â |
| Stock Appreciation Rights | Â <u>(12)</u> | 05/29/2017 | Common Stock | 4,410 | \$ 40.25 | D | Â |
| Stock Appreciation Rights | Â <u>(13)</u> | 02/28/2018 | Common Stock | 2,900 | \$ 43.13 | D | Â |
| Stock Appreciation Rights | Â <u>(14)</u> | 02/27/2019 | Common Stock | 3,000 | \$ 13.64 | D | Â |
| Stock Appreciation Rights | Â <u>(15)</u> | 08/31/2019 | Common Stock | 20,000 | \$ 30.28 | D | Â |
| Stock Appreciation Rights | Â <u>(16)</u> | 03/23/2016 | Common Stock | 4,340 | \$ 32.79 | I | By wife |
| Stock Appreciation Rights | Â <u>(17)</u> | 07/31/2017 | Common Stock | 5,000 | \$ 40.98 | I | By wife |
| Stock Appreciation Rights | Â <u>(18)</u> | 05/29/2017 | Common Stock | 3,500 | \$ 40.25 | I | By wife |
| Stock Appreciation Rights | Â <u>(19)</u> | 02/28/2018 | Common Stock | 3,000 | \$ 43.13 | I | By wife |
| Stock Appreciation Rights | Â <u>(20)</u> | 02/27/2019 | Common Stock | 2,550 | \$ 13.64 | I | By wife |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hienrich Edi
 800 W. OLYMPIC BLVD. SUITE 406
 LOS ANGELES, CA 90015

Â

Â

Â SVP/Managing
 Director EMEA Â

Signatures

Edi Hienrich by Brett R. Chapman,
 Attorney-in-Fact

09/21/2009

**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).
- (1) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in one-third increments. One increment vested on 06/29/2008, another vested on 05/29/2009 and the remaining increment will vest on 05/29/2010.
 - (2) Includes dividend equivalents accrued with respect to this award of restricted stock units under the Herbalife Ltd. 2005 Stock Incentive Plan.
 - (3) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments. One increment vested on 3/28/2009 and the remaining two will vest on 02/28/2010 and 02/28/2011, respectively.
 - (4) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments on 03/27/2010, 02/27/2011 and 02/27/2012.
 - (5) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments on 09/30/2010, 08/31/2011 and 08/31/2012.
 - (6) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments. One increment vested on 06/29/2008, another vested on 05/29/2009 and the remaining increment will vest on 05/29/2010.
 - (7) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments. One increment vested on 03/28/2009 and the two will vest on 02/28/2010 and 02/28/2011, respectively.
 - (8) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. The units subject to the grant vest in one-third increments on 03/27/2010, 02/27/2011 and 02/27/2012.
 - (9) Consists of Non-Qualified Stock Options granted under the Herbalife Ltd. 2004 Stock Incentive Plan that vest quarterly in 5% increments from 04/27/2005 through 03/31/2010.
 - (10) Consists of Non-Qualified Stock Options granted under the Herbalife Ltd. 2004 Stock Incentive Plan that vest quarterly in 5% increments from 04/27/2005 through 03/31/2010.
 - (11) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest quarterly in 5% increments from 03/23/2006 through 12/31/2010.
 - (12) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on 05/29/2008, 20% vested on 05/29/2009 and the remaining 60% will vest 05/29/2010.
 - (13) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on 02/28/2009, 20% will vest on 02/28/2010 and the remaining 60% will vest on 02/28/2011.
 - (14) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest on 02/27/2010, 20% will vest on 02/27/2011 and the remaining 60% will vest on 02/27/2012.
 - (15) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest on 08/31/2010, 20% will vest on 08/31/2011 and the remaining 60% will vest on 08/31/2012.
 - (16) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest quarterly in 5% increments from 03/23/2006 through 12/31/2010.
 - (17) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on 07/31/2008, 20% vested on 07/31/2009 and the remaining 60% will vest on 07/31/2010.

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- (18) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on 05/29/2008, 20% vested on 05/29/2009 and the remaining 60% will vest on 05/29/2010.
- (19) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on 02/27/2009, 20% will vest on 02/27/2010 and the remaining 60% will vest on 02/27/2011.
- (20) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest on 02/27/2010, 20% will vest on 02/27/2011 and the remaining 60% will vest on 02/27/2012.

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.