

Schissel Mark J  
 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 * Schissel Mark J (Last) (First) (Middle)  800 W. OLYMPIC BLVD., SUITE 406  (Street)  LOS ANGELES, CA 90015 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2017	3. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, WW Operations	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
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**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	1,200	D	^

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

SEC 1473 (7-02)

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**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)  Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Expiration Date		Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Stock Appreciation Right	12/19/2013 <sup>(1)</sup>	12/19/2023	Common Stock 6,809	\$ 79.58	D Â
Stock Appreciation Right	04/30/2014 <sup>(2)</sup>	04/30/2024	Common Stock 8,631	\$ 59.98	D Â
Stock Appreciation Right	03/02/2015 <sup>(3)</sup>	03/02/2025	Common Stock 8,442	\$ 30.44	D Â
Stock Appreciation Right	05/09/2016 <sup>(4)</sup>	05/09/2026	Common Stock 6,298	\$ 62.51	D Â
Stock Appreciation Right	02/27/2017 <sup>(5)</sup>	02/27/2027	Common Stock 6,091	\$ 57.19	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schissel Mark J 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015	Â	Â	Â EVP, WW Operations	Â

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Mark J. Schissel 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).

- (1) On December 19, 2013, the reporting person was granted 6,809 Stock Appreciation Rights ("SARs"). These SARs were fully as of December 19, 2016.
- (2) On April 30, 2014, the reporting person was granted 8,631 SARs. These SARs were fully vested as of April 30, 2017.
- (3) On March 2, 2015, the reporting person was granted 14,070 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.
- (4) On May 9, 2016, the reporting person was granted 6,298 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 9, 2019.
- (5) On February 27, 2017, the reporting person was granted 6,091 SARs. Twenty percent (20%) of these SARs will vest each on 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.

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