

HERBALIFE LTD.  
Form 8-K  
April 28, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): April 23, 2015**

**Herbalife Ltd.**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State or other jurisdiction**

**of incorporation)**

**P.O. Box 309GT, Uglan House, South Church**

**1-32381**  
**(Commission**

**File Number)**

**98-0377871**  
**(I.R.S. Employer**

**Identification No.)**

**KY1-1106**

**Street, Grand Cayman, Cayman Islands**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: c/o (213) 745-0500**

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 23, 2015 the Board of Directors (the Board ) of Herbalife Ltd. (the Company ) appointed Michael Montelongo to serve as a Class III member of the Board. Mr. Montelongo was not appointed to serve as a member of any Board committee. There was no arrangement or understanding between Mr. Montelongo and any other person pursuant to which he was appointed as a director.

In connection with his appointment, Mr. Montelongo will participate in the Company s non-management director compensation program. Under the terms of that program, as established by the Board, non-management directors receive a retainer of \$85,000 per year for service on the Board, an annual equity award in the form of restricted stock units with a grant date fair value (as determined for financial reporting purposes) of \$120,000, \$1,500 for each Board meeting attended in person and \$1,000 for each Board meeting attended telephonically.

**Item 8.01 Other Events.**

On April 28, 2015 the Company issued a press release announcing Mr. Montelongo s appointment to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release issued by Herbalife Ltd. on April 28, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

April 28, 2015

*By: /s/ Mark J. Friedman  
Name: Mark J. Friedman  
Title: General Counsel*

Exhibit Index

<b>Exhibit</b>	<b>Description</b>
99.1	Press release issued by Herbalife Ltd. on April 28, 2015