

HERBALIFE LTD.
Form SC 13D/A
April 19, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

HERBALIFE LTD.
(Name of Issuer)

Common Shares, par value \$0.002 per share
(Title of Class of Securities)

G4412G 10 1
(CUSIP Number)

Leslie Stanford
1490 Lafayette Street
Suite 201
Denver, Colorado 80218

Markus Lehmann
Kreuzbuehel 15
FL-9493
Mauren, Liechtenstein

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a copy to:

**Greenberg Traurig, LLP
The Met Life Building
200 Park Avenue
New York, New York 10166
Attention: Michael B. Solovay
Lorenzo Borgogni
Telephone: (212) 801-9200**

April 19, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(c), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

This Amendment No. 4 relates to the Statement of Beneficial Ownership on Schedule 13D filed jointly by Leslie Stanford, Markus Lehmann, John Peterson, Jose Paulo Rodrigues Dinis da Silva, J.M. Bos-Vuijst, Ronald P.J. Bos, Michiko Dejaeghere, Tae Ho Kim, Susan Peterson, Leung Sze Man, Fredrick J. Cohn, Enrique Javier Varela Barrios, Juan Jose Najera Diaz and Arie Baratz with the Securities and Exchange Commission on March 28, 2007, as amended by Amendment No. 1 filed with the SEC on March 30, 2007, by Amendment No. 2 filed with the SEC on April 5, 2007, and by Amendment No. 3 filed with the SEC on April 9, 2007 (the Schedule 13D). Items 4, 5, 6 and 7 of the Schedule 13D are amended as set forth below, and all other Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following supplemental information:

On April 19, 2007, Whitney V, L.P. (Whitney) sent to the Reporting Persons and the Other Distributors a letter indicating that, in light of the termination of discussions involving Whitney, certain of its affiliates and the Issuer, Whitney was terminating its non-binding letter of intent with each Reporting Person and each Other Distributor (the Termination Letter). The Termination Letter is attached hereto as Exhibit Q and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to add the following supplemental information:

On April 19, 2007, Whitney delivered the Termination Letter to the Reporting Persons and the Other Distributors terminating each of the non-binding letters of intent. To the extent that the arrangements contemplated by the non-binding letters of intent or other facts could be deemed to have resulted in the Reporting Persons and Whitney and certain of its affiliates constituting a group within the meaning of Section 13(d) of the Act or for any other purpose, or could be deemed to have resulted in the Reporting Persons and Whitney and certain of its affiliates having beneficial ownership of the Common Shares beneficially owned by such parties, the Termination Letter terminated such status. As a result, the Reporting Persons are no longer obligated to file amendments to the Schedule 13D pursuant to Section 13(d) of the Act, and the rules thereunder, with respect to the Common Shares. The Termination Letter is attached hereto as Exhibit Q and is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following supplemental information:

On April 19, 2007, Whitney delivered the Termination Letter to the Reporting Persons and the Other Distributors terminating each of the non-binding letters of intent. The Termination Letter is attached hereto as Exhibit Q and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

The disclosure in Item 7 of the Schedule 13D is hereby supplemented by adding the following Exhibit.

Exhibit Q Termination Letter from Whitney to the Reporting Persons and Other Distributors, dated April 19, 2007(1)

(1) Incorporated by reference to Exhibit BB of Amendment No. 9 to the Schedule 13D filed by Whitney and certain of its affiliates with the SEC on April 19, 2007.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment is true, complete and correct.

Dated as of April 19, 2007

/s/ Leslie Stanford
Leslie Stanford

/s/ Leslie Stanford*
Markus Lehmann

/s/ Leslie Stanford*
John Peterson

/s/ Leslie Stanford*
J.M. Bos-Vuijst

/s/ Leslie Stanford*
Ronald P.J. Bos

/s/ Leslie Stanford*
Jose Paulo Rodrigues Dinis da Silva

/s/ Leslie Stanford*
Michiko Dejaeghere

/s/ Leslie Stanford*
Tae Ho Kim

/s/ Leslie Stanford*
Susan Peterson

/s/ Leslie Stanford*
Leung Sze Man

/s/ Leslie Stanford*

Fredrick J. Cohn

/s/ Leslie Stanford*

Enrique Javier Varela Barrios

/s/ Leslie Stanford*

Juan Jose Najera Diaz

/s/ Leslie Stanford*

Arie Baratz

* Leslie Stanford is signing on behalf of Markus Lehmann, John Peterson, Jose Paulo Rodrigues Dinis da Silva, J.M. Bos-Vuijst, Ronald P.J. Bos, Michiko Dejaeghere, Tae Ho Kim, Susan Peterson, Leung Sze

Man, Fredrick J. Cohn, Enrique Javier Varela Barrios, Juan Jose Najera Diaz and Arie Baratz as attorney-in-fact pursuant to a power of attorney that is attached as Exhibit A to the Schedule 13D that was previously filed with the SEC on March 28, 2007, and hereby incorporated by reference herein.