

Chiu Shin-Shing Bosco
 Form 3
 November 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 * Â Chiu Shin-Shing Bosco (Last) (First) (Middle) 800 W. OLYMPIC BLVD., SUITE 406 (Street) LOS ANGELES, Â CA Â 90027 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/28/2010 | 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) Principal Accounting Officer | 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 |
|--|--|---|--|--|---|

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 | 823 | D | Â |
| Common Stock <u>(1)</u> | 333 <u>(2)</u> | D | Â |
| Common Stock <u>(3)</u> | 750 <u>(2)</u> | D | Â |
| Common Stock <u>(4)</u> | 1,876 <u>(2)</u> | D | Â |
| Common Stock <u>(5)</u> | 200 <u>(2)</u> | D | Â |

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)

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| 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 | | | |
| Stock Appreciation Rights | Â (6) | 11/30/2016 | Common Stock | 5,600 | \$ 38.96 | D | Â |
| Stock Appreciation Rights | Â (7) | 05/26/2017 | Common Stock | 3,290 | \$ 40.25 | D | Â |
| Stock Appreciation Rights | Â (8) | 02/28/2018 | Common Stock | 2,600 | \$ 43.13 | D | Â |
| Stock Appreciation Rights | Â (9) | 02/27/2019 | Common Stock | 3,000 | \$ 13.64 | D | Â |
| Stock Appreciation Rights | Â (10) | 02/27/2019 | Common Stock | 5,000 | \$ 13.64 | D | Â |
| Stock Appreciation Rights | Â (11) | 05/07/2020 | Common Stock | 3,019 | \$ 45.88 | D | Â |
| Stock Appreciation Rights | Â (12) | 08/31/2020 | Common Stock | 500 | \$ 55.58 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chiu Shin-Shing Bosco 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90027 | Â | Â | Â Principal Accounting Officer | Â |

Signatures

Bosco Chiu by Brett R. Chapman,
Attorney-in-Fact

11/05/2010

__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 the unvested portion of an award of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan that each represent a contingent right to receive one share of common stock on vesting. These units will vest on 02/28/2011.
- (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 the unvested portion of an award of restricted stock units that will vest in 50% increments on 02/27/2011 and 02/27/2012.
- (4) Consists of an award of restricted stock units that will vest in one-third increments on 02/27/2012, 02/27/2013 and 02/27/2014.

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- (5) Consists of the unvested portion of an award of restricted stock units that will vest in 50% increments on 08/31/2011 and 08/31/2012.
- (6) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in 5% quarterly increments from 12/30/2006 through 09/30/2011.
- (7) These stock appreciation rights were fully vested as of 05/29/2010.
- (8) These stock appreciation rights vest as to 20% of the award on 02/28/2009, 20% of the award on 02/28/2010 and the remaining 60% of the award on 02/28/2011.
- (9) These stock appreciation rights vest as to 20% of the award on 02/27/2010, 20% of the award on 02/27/2011 and the remaining 60% of the award on 02/27/2012.
- (10) These stock appreciation rights will vest in 1/3 increments on each of 02/27/2012, 02/27/2013 and 02/27/2014.
- (11) These stock appreciation rights vest as to 20% of the award on 05/07/2011, 20% of the award on 05/07/2012 and the remaining 60% of the award on 05/07/2013.
- (12) These stock appreciation rights vest as to 20% of the award on 08/31/2010, 20% of the award on 08/31/2011 and the remaining 60% of the award on 08/31/2012.

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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