

HERBALIFE LTD.  
Form 8-K  
October 28, 2013

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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):

October 25, 2013

Herbalife Ltd.

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(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

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(State or other jurisdiction  
of incorporation)

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(Commission  
File Number)

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(I.R.S. Employer  
Identification No.)

P.O. Box 309GT, Uglan House, South Church  
Street, Grand Cayman, Cayman Islands

KY1-1106

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code:

c/o (213) 745-0500

Not Applicable

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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))



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

On October 25, 2013, the Board of Directors (the "Board") of Herbalife Ltd. (the "Company") appointed Dr. Richard H. Carmona to serve as a Class III director. No arrangement or understanding exists between Dr. Carmona and any other person pursuant to which he was appointed as a director.

In connection with his appointment, Dr. Carmona will participate in the Company's non-management director compensation program. Under the terms of that program, Dr. Carmona will receive a retainer of \$70,000 per year for service on the Board and an equity award in the form of stock settled restricted stock units or stock appreciation rights with a grant date fair value (as determined for financial reporting purposes) of \$110,000, pro rated to reflect the partial service year from his appointment through the Company's 2014 Annual General Meeting of Shareholders.

**Item 8.01 Other Events.**

On October 28, 2013, the Company issued a press release announcing Dr. Carmona'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.**

Press release issued by Herbalife Ltd. on October 28, 2013.

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**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.

*October 28, 2013*

*By: Brett R. Chapman*

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*Name: Brett R. Chapman*

*Title: Chief Legal Officer*

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### Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Herbalife Ltd. on October 28, 2013