

LEVY ROBERT  
Form 4  
February 25, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
LEVY ROBERT

2. Issuer Name and Ticker or Trading Symbol  
HERBALIFE NUTRITION LTD.  
[HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 W. OLYMPIC BOULEVARD,  
#406  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2019

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, The Americas

LOS ANGELES, CA 90015

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/21/2019                           |  | A                              | (1)   | \$ 0  | D  |                                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: LEVY ROBERT - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Appreciation Rights                  | \$ 31.255  | 02/22/2019                           |  | A                              | 26,200<br><u>(2)</u>  | 05/09/2019 05/09/2026                                    | Common Stock  | 26,200                        |
| Stock Appreciation Rights                  | \$ 28.595  | 02/22/2019                           |  | A                              | 9,180<br><u>(3)</u>   | 02/27/2019 02/27/2027                                    | Common Stock  | 9,180                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| LEVY ROBERT<br>800 W. OLYMPIC BOULEVARD, #406<br>LOS ANGELES, CA 90015 |               |           | EVP, The Americas |       |

## Signatures

/s/ Lisa Kwon, as Attorney-in-Fact for Robert Levy 02/25/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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 restricted stock units ("RSUs") granted under the Herbalife Ltd. 2014 Stock Incentive Plan. The RSUs will vest 20% on February 21, 2020, 20% on February 21, 2021, and 60% on February 21, 2022, subject to continued service through each applicable date.
- (2) On May 9, 2016, the Reporting Person was granted an award of 43,668 performance stock appreciation rights ("PSARs"), which number reflects the Issuer's 2-for-1 stock split on May 14, 2018. The amount and timing of the vesting of these PSARs is dependent upon achievement by the Issuer of certain performance criteria for each of fiscal 2016, 2017 and 2018. As the performance criteria for 2018 has been satisfied, 26,200 PSARs will vest on May 9, 2019, subject to continued service through each applicable date.
- (3) On February 27, 2017, the Reporting Person was granted an award of 45,902 PSARs, which number reflects the Issuer's 2-for-1 stock split on May 14, 2018. The amount and timing of the vesting of these PSARs is dependent upon achievement by the Issuer of certain performance criteria for each of fiscal 2017, 2018 and 2019. As the performance criteria for 2018 has been satisfied, 9,180 PSARs will vest on February 27, 2019, subject to continued service through each applicable date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.