

HERBALIFE LTD.  
Form 8-K  
February 03, 2014

**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): February 3, 2014**

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

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

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

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

of incorporation)

File Number)

Identification Number)

**P.O. Box 309GT, Ugland House,**

**South Church Street, Grand Cayman**

**Cayman Islands**

**KY1-1106**

**(Address of principal executive offices)**

**(Zip Code)**

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

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 2.02 Results of Operations and Financial Condition.**

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition.

On February 3, 2014, Herbalife Ltd. ( the Company ) issued a press release announcing certain of its preliminary financial results for its fiscal fourth quarter and fiscal year ended December 31, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 2.02 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act ), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 8.01 Other Events.**

On February 3, 2014, the Company issued a press release announcing a proposed offering of \$1 billion of convertible senior notes in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

A copy of the press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release issued by Herbalife Ltd. on February 3, 2014 announcing preliminary fourth quarter and full year 2013 financial results.
- 99.2 Press Release issued by Herbalife Ltd. on February 3, 2014 announcing a proposed offering of \$1 billion of convertible notes.

**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.

*February 3, 2014*

By: /s/ Jim Berklas

Name: Jim Berklas

Title: Associate Corporate Secretary

**EXHIBIT INDEX**

Exhibit	Description of Exhibit
99.1	Press Release issued by Herbalife Ltd. on February 3, 2014 announcing preliminary fourth quarter and full year 2013 financial results.
99.2	Press Release issued by Herbalife Ltd. on February 3, 2014 announcing a proposed offering of \$1 billion of convertible notes.