

Hoffman Alan L
Form 4
August 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Hoffman Alan L

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 BLVD, SUITE 406

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Corporate Affairs

LOS ANGELES, CA 90015

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 08/02/2018 | | S ⁽¹⁾ | 55,576 D \$ 57.5 | 3,764 ⁽²⁾ | D | |
| Common Stock | 08/02/2018 | | M ⁽³⁾ | 26,512 A \$ 15.22 | 30,276 | D | |
| Common Stock | 08/02/2018 | | D ⁽³⁾ | 6,991 D \$ 57.74 | 23,285 | D | |
| Common Stock | 08/02/2018 | | F ⁽³⁾ | 9,681 D \$ 57.74 | 13,604 | D | |
| Common Stock | 08/02/2018 | | M ⁽⁴⁾ | 8,734 A \$ 31.255 | 22,338 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 08/02/2018 | D ⁽⁴⁾ | 4,728 | D | \$ 57.74 | 17,610 | D |
| Common Stock | 08/02/2018 | F ⁽⁴⁾ | 1,987 | D | \$ 57.74 | 15,623 | D |

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

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(9-02)

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

| 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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|--------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount |
| | | | | | | Code | V | (A) | (D) |
| Stock Appreciation Rights | \$ 15.22 | 08/02/2018 | | M ⁽¹⁾⁽⁵⁾ | 26,512 | 03/02/2018 | 03/02/2025 | Common Stock | 2 |
| Stock Appreciation Rights | \$ 31.255 | 08/02/2018 | | M ⁽¹⁾⁽⁶⁾ | 8,734 | ⁽⁷⁾ | 05/09/2026 | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoffman Alan L 800 W. OLYMPIC BLVD SUITE 406 LOS ANGELES, CA 90015 | | | EVP, Global Corporate Affairs | |

Signatures

/s/ Henry Wang, Attorney-in-Fact for Alan Hoffman 08/06/2018

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2018.
- (2) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 29,670 additional shares of common stock.

(3) The reporting person received 9,840 shares of common stock upon the net exercise of 26,512 stock appreciation rights ("SARS"). The reporting person forfeited 6,991 shares of common stock underlying the SARS in payment of the exercise price and 9,681 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on August 2, 2018 of \$57.74.

(4) The reporting person received 2,019 shares of common stock upon the net exercise of 8,734 SARS. The reporting person forfeited 4,728 shares of common stock underlying the SARS in payment of the exercise price and 1,987 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on August 2, 2018 of \$57.74.

(5) These SARS were previously reported as covering 53,017 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(6) These SARS were previously reported as covering 21,834 shares at an exercise price of \$62.51 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(7) On May 9, 2016, the reporting person was granted 43,668 (post-split) Stock Appreciation Rights (SARs). These SARs vested 20% on May 9, 2017, 20% on May 9, 2018, and the remaining 60% will vest on May 9, 2019.

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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