

HERBALIFE LTD.  
Form 8-K  
April 30, 2010

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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):

April 29, 2010

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

P.O. Box 309GT, Uglan 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

Not Applicable

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))



**Top of the Form****Item 5.02** Departure of Directors or Certain Officers; Election of Directors; Appointment of **Certain Officers;**  
**Compensatory Arrangements of Certain Officers**

(e) At the annual general meeting of shareholders of Herbalife Ltd. (the Company) held on April 29, 2010, the shareholders approved an amendment to and restatement of the Company's 2005 Stock Incentive Plan (the Plan) to, among other things, increase the authorized number of Common Shares issuable thereunder by 700,000. Any person who is a current or prospective director, officer, employee or consultant of the Company or any of its subsidiaries is eligible to receive awards under the Plan. A description of the material terms of the Plan and the amendments thereto approved by the shareholders was included in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 17, 2010 (the Proxy Statement).

The above description of the Plan and the amendments thereto approved by the shareholders is not intended to be complete and is qualified in its entirety by the specific language in the Amended and Restated 2005 Stock Incentive Plan, a copy of which is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 29, 2010, the Company held its annual general meeting of shareholders, at which the following items were voted upon.

## (1) Election of Directors

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Leroy T. Barnes, Jr.	45,899,670	223,124
Richard P. Bermingham	45,835,082	287,712
Jeffrey T. Dunn	45,995,836	126,958

There were no 5,748,287 broker non-votes in the election of directors.

- (2) Approve an amendment to and restatement of the Plan to, among other things, increase the authorized number of Common Shares issuable thereunder by 700,000, as described in greater detail in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
32,675,209	13,390,775	56,810

There were no broker non-votes on the proposal.

- (3) Ratification of appointment of KPMG LLP as the Company's independent registered public accountants for fiscal 2010.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
51,387,438	466,458	17,185

There were no broker non-votes on the proposal.

**Item 8.01 Other Events.**

On April 29, 2010, the Company issued a press release announcing that the Company's Board of Directors had declared a \$0.20 per share cash dividend payable on May 24, 2010, to shareholders of record on May 10, 2010.

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Herbalife Ltd. Amended and Restated 2005 Stock Incentive Plan

99.2 Press release issued by Herbalife Ltd. on April 29, 2010

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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.

*April 29, 2010*

*By: Brett R. Chapman*

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*Name: Brett R. Chapman*

*Title: General Counsel*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Herbalife Ltd. Amended and Restated 2005 Stock Incentive Plan
99.2	Press release issued by Herbalife Ltd. on April 29, 2010