

HERBALIFE NUTRITION LTD.  
Form 8-K  
April 26, 2019

**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 24, 2019**

**Herbalife Nutrition Ltd.**

**(Exact Name of Registrant as Specified in Charter)**

**Cayman Islands**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-32381**  
**(Commission**  
**File Number)**

**98-0377871**  
**(IRS Employer**  
**Identification No.)**

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

**KY1-1106**

**South Church Street, Grand Cayman**

**Cayman Islands**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On April 24, 2019, Herbalife Nutrition Ltd. (the Company) held its 2019 Annual General Meeting of Shareholders. The Company's shareholders voted on the three proposals outlined in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 12, 2019, and cast their votes as described below.

**Proposal 1: Election of Directors.**

Fourteen board nominees for director were elected by a majority of the votes cast for a term of one year or until their successors are duly elected and qualified. The voting results are as follows:

|                           | For         | Against    | Abstain   | Broker<br>Non-votes |
|---------------------------|-------------|------------|-----------|---------------------|
| Michael O. Johnson        | 122,223,478 | 2,278,765  | 3,278,216 | 8,595,516           |
| Jeffrey T. Dunn           | 121,641,644 | 339,893    | 5,798,921 | 8,595,516           |
| Dr. Richard H. Carmona    | 126,772,551 | 803,984    | 203,924   | 8,595,516           |
| Jonathan Christodoro      | 100,009,755 | 22,480,609 | 5,290,095 | 8,595,516           |
| Hunter C. Gary            | 117,040,746 | 10,722,745 | 16,968    | 8,595,516           |
| Nicholas Graziano         | 120,613,048 | 1,877,143  | 5,290,267 | 8,595,516           |
| Alan LeFevre              | 121,957,187 | 533,261    | 5,290,011 | 8,595,516           |
| Jesse A. Lynn             | 120,901,340 | 1,784,711  | 5,094,408 | 8,595,516           |
| Juan Miguel Mendoza       | 126,912,216 | 859,997    | 8,245     | 8,595,516           |
| Michael Montelongo        | 122,039,233 | 5,723,937  | 17,288    | 8,595,516           |
| James L. Nelson           | 106,395,378 | 21,367,873 | 17,208    | 8,595,516           |
| Maria Otero               | 117,774,978 | 9,989,619  | 15,861    | 8,595,516           |
| Margarita Paláu-Hernández | 122,158,514 | 5,605,836  | 16,109    | 8,595,516           |
| John Tartol               | 126,902,857 | 869,694    | 7,908     | 8,595,516           |

**Proposal 2: Advisory vote to approve named executive officer compensation.**

The advisory resolution to approve the compensation of the named executive officers was approved. The voting results are as follows:

|  | For         | Against   | Abstain | Broker<br>Non-votes |
|--|-------------|-----------|---------|---------------------|
|  | 126,645,719 | 1,116,077 | 18,662  | 8,595,516           |

**Proposal 3: Ratification of appointment of the Company's independent registered public accounting firm.**

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019 was ratified. The voting results are as follows:

|  | For | Against | Abstain | Broker<br>Non-votes |
|--|-----|---------|---------|---------------------|
|  |     |         |         |                     |

135,986,124

369,943

19,907

0

**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 Nutrition Ltd.

*April 26, 2019*

By: /s/ HENRY C. WANG

Name: Henry C. Wang

Title: EVP, General Counsel and Corporate Secretary