

DeSimone John
 Form 4
 September 14, 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 *
 DeSimone John

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)
 09/13/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Co-President

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	09/13/2018		M ⁽¹⁾			100,000	A	\$ 3.41	164,794 ⁽²⁾	D
Common Stock	09/13/2018		D ⁽¹⁾			6,102	D	\$ 55.89	158,692	D
Common Stock	09/13/2018		F ⁽¹⁾			49,438	D	\$ 55.89	109,254	D
Common Stock	09/13/2018		M ⁽³⁾			160,000	A	\$ 10.33	269,254	D
Common Stock	09/13/2018		D ⁽³⁾			29,580	D	\$ 55.89	239,674	D

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Common Stock	09/13/2018	<u>F</u> (3)	68,667	D	\$ 55.89	171,007	D
Common Stock	09/13/2018	<u>M</u> (4)	60,932	A	\$ 11.47	231,939	D
Common Stock	09/13/2018	<u>D</u> (4)	12,505	D	\$ 55.89	219,434	D
Common Stock	09/13/2018	<u>F</u> (4)	25,497	D	\$ 55.89	193,937	D
Common Stock	09/13/2018	<u>M</u> (5)	83,334	A	\$ 26.65	277,271	D
Common Stock	09/13/2018	<u>D</u> (5)	39,729	D	\$ 55.89	237,542	D
Common Stock	09/13/2018	<u>F</u> (5)	22,959	D	\$ 55.89	214,583	D
Common Stock	09/13/2018	<u>M</u> (6)	158,950	A	\$ 22.4	373,533	D
Common Stock	09/13/2018	<u>D</u> (6)	63,691	D	\$ 55.89	309,842	D
Common Stock	09/13/2018	<u>F</u> (6)	50,154	D	\$ 55.89	259,688	D
Common Stock	09/13/2018	<u>M</u> (7)	90,798	A	\$ 39.79	350,486	D
Common Stock	09/13/2018	<u>D</u> (7)	64,643	D	\$ 55.89	285,843	D
Common Stock	09/13/2018	<u>F</u> (7)	13,773	D	\$ 55.89	272,070	D
Common Stock	09/13/2018	<u>M</u> (8)	115,472	A	\$ 29.99	387,542	D
Common Stock	09/13/2018	<u>D</u> (8)	61,964	D	\$ 55.89	325,578	D
Common Stock	09/13/2018	<u>F</u> (8)	28,175	D	\$ 55.89	297,403	D
Common Stock	09/13/2018	<u>M</u> (9)	179,444	A	\$ 15.22	476,847	D
Common Stock	09/13/2018	<u>D</u> (9)	48,869	D	\$ 55.89	427,978	D
Common Stock	09/13/2018	<u>F</u> (9)	68,751	D	\$ 55.89	359,227	D
Common Stock	09/13/2018	<u>M</u> (10)	100,000	A	\$ 23.9	459,227	D
	09/13/2018	<u>D</u> (10)	42,764	D		416,463	D

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Common Stock					\$ 55.89				
Common Stock	09/13/2018		<u>F(10)</u>	30,138	D	\$ 55.89	386,325	D	
Common Stock							10,100 <u>(11)</u>	I	In trusts for children.

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 3.41	09/13/2018		<u>M(1)(12)</u>	100,000	02/27/2014	02/27/2019	Common Stock
Stock Appreciation Rights	\$ 10.33	09/13/2018		<u>M(3)(13)</u>	160,000	01/04/2015	01/04/2020	Common Stock
Stock Appreciation Rights	\$ 11.47	09/13/2018		<u>M(4)(14)</u>	60,932	05/07/2013	05/07/2020	Common Stock
Stock Appreciation Rights	\$ 26.65	09/13/2018		<u>M(5)(15)</u>	83,334	05/18/2014	05/18/2021	Common Stock
Stock Appreciation Rights	\$ 22.4	09/13/2018		<u>M(6)(16)</u>	158,950	05/31/2015	05/31/2022	Common Stock
Stock Appreciation Rights	\$ 39.79	09/13/2018		<u>M(7)(17)</u>	90,798	06/21/2016	12/19/2023	Common Stock
Stock Appreciation	\$ 29.99	09/13/2018		<u>M(8)(18)</u>	115,472	04/30/2017	04/30/2024	Common Stock

Rights

Stock

Appreciation	\$ 15.22	09/13/2018	M ⁽⁹⁾⁽¹⁹⁾	179,444	03/02/2018	03/02/2025	Common Stock
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Stock

Appreciation	\$ 23.9	09/13/2018	M ⁽¹⁰⁾⁽²⁰⁾	100,000	05/07/2018	05/07/2025	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Co-President	

Signatures

/s/ Henry Wang, Attorney-in-Fact for John DeSimone	09/14/2018
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__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) The reporting person received 44,460 shares of common stock upon the net exercise of 100,000 stock appreciation rights ("SARS"). The reporting person forfeited 6,102 shares of common stock underlying the SARS in payment of the exercise price and 49,438 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(2) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 32,397 additional shares of common stock.

(3) The reporting person received 61,753 shares of common stock upon the net exercise of 160,000 SARS. The reporting person forfeited 29,580 shares of common stock underlying the SARS in payment of the exercise price and 68,667 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(4) The reporting person received 22,930 shares of common stock upon the net exercise of 60,932 SARS. The reporting person forfeited 12,505 shares of common stock underlying the SARS in payment of the exercise price and 25,497 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(5) The reporting person received 20,646 shares of common stock upon the net exercise of 83,334 SARS. The reporting person forfeited 39,729 shares of common stock underlying the SARS in payment of the exercise price and 22,959 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(6) The reporting person received 45,105 shares of common stock upon the net exercise of 158,950 SARS. The reporting person forfeited 63,691 shares of common stock underlying the SARS in payment of the exercise price and 50,154 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

(7) The reporting person received 12,382 shares of common stock upon the net exercise of 90,798 SARS. The reporting person forfeited 64,643 shares of common stock underlying the SARS in payment of the exercise price and 13,773 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.

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\$55.89.

- (8) The reporting person received 25,333 shares of common stock upon the net exercise of 115,472 SARS. The reporting person forfeited 61,964 shares of common stock underlying the SARS in payment of the exercise price and 28,175 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (9) The reporting person received 61,824 shares of common stock upon the net exercise of 179,444 SARS. The reporting person forfeited 48,869 shares of common stock underlying the SARS in payment of the exercise price and 68,751 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (10) The reporting person received 27,098 shares of common stock upon the net exercise of 100,000 SARS. The reporting person forfeited 42,764 shares of common stock underlying the SARS in payment of the exercise price and 30,138 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 13, 2018 of \$55.89.
- (11) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 5,050 additional shares of common stock.
- (12) These SARS were previously reported as covering 75,000 shares at an exercise price of \$6.81 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (13) These SARS were previously reported as covering 80,000 shares at an exercise price of \$20.665 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (14) These SARS were previously reported as covering 38,082 shares at an exercise price of \$22.94 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (15) These SARS were previously reported as covering 41,667 shares at an exercise price of \$53.29 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (16) These SARS were previously reported as covering 79,475 shares at an exercise price of \$44.79 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (17) These SARS were previously reported as covering 45,399 shares at an exercise price of \$79.58 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (18) These SARS were previously reported as covering 57,736 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (19) These SARS were previously reported as covering 89,722 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (20) These SARS were previously reported as covering 50,000 shares at an exercise price of \$47.80 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

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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