GOUDIS RICHARD
Form 4
September 18, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOUDIS RICHARD

(Last) (First) (Middle)

800 W. OLYMPIC BOULEVARD, #406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HERBALIFE NUTRITION LTD. [HLF]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	09/17/2018		M (1)		240,000	A	$ 10.33	676,802 (2)	D	
Common Stock	09/17/2018		D (1)		44,998	D	$ 55.11	631,804	D	
Common Stock	09/17/2018		F (1)		102,084	D	$ 55.11	529,720	D	
Common Stock	09/17/2018		M (3)		106,186	A	$ 11.47	635,906	D	
Common Stock	09/17/2018		D (3)		22,101	D	$ 55.11	613,805	D	

Common Stock	09/17/2018	F[(3)]	44,019	D	$ 55.11	569,786	D
Common Stock	09/17/2018	M[(4)]	116,018	A	$ 26.65	685,804	D
Common Stock	09/17/2018	D[(4)]	56,094	D	$ 55.11	629,710	D
Common Stock	09/17/2018	F[(4)]	31,371	D	$ 55.11	598,339	D
Common Stock	09/17/2018	M[(5)]	236,852	A	$ 22.4	835,191	D
Common Stock	09/17/2018	D[(5)]	96,250	D	$ 55.11	738,941	D
Common Stock	09/17/2018	F[(5)]	73,606	D	$ 55.11	665,335	D
Common Stock	09/17/2018	M[(6)]	109,322	A	$ 39.79	774,657	D
Common Stock	09/17/2018	D[(6)]	78,934	D	$ 55.11	695,723	D
Common Stock	09/17/2018	F[(6)]	15,911	D	$ 55.11	679,812	D
Common Stock	09/17/2018	M[(7)]	166,804	A	$ 29.99	846,616	D
Common Stock	09/17/2018	D[(7)]	90,774	D	$ 55.11	755,842	D
Common Stock	09/17/2018	F[(7)]	39,804	D	$ 55.11	716,038	D
Common Stock	09/17/2018	M[(8)]	244,698	A	$ 15.22	960,736	D
Common Stock	09/17/2018	D[(8)]	67,582	D	$ 55.11	893,154	D
Common Stock	09/17/2018	F[(8)]	92,723	D	$ 55.11	800,431	D
Common Stock	09/17/2018	M[(9)]	166,500	A	$ 23.9	966,931	D
Common Stock	09/17/2018	D[(9)]	72,209	D	$ 55.11	894,722	D
Common Stock	09/17/2018	F[(9)]	49,364	D	$ 55.11	845,358	D
Common Stock	09/17/2018	M[(10)]	48,532	A	$ 31.26	893,890	D
	09/17/2018	D[(10)]	27,526	D		866,364	D

Common Stock							$ 55.11		
Common Stock	09/17/2018		F(10)		10,998	D	$ 55.11	855,366	D
Common Stock	09/17/2018		M(11)		25,508	A	$ 28.6	880,874	D
Common Stock	09/17/2018		D(11)		13,236	D	$ 55.11	867,638	D
Common Stock	09/17/2018		F(11)		6,425	D	$ 55.11	861,213	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Stock Appreciation Rights	$ 10.33	09/17/2018		M(1)			240,000	01/04/2015	01/04/2020	Common Stock	24
Stock Appreciation Rights	$ 11.47	09/17/2018		M(3)			106,186	05/07/2013	05/07/2020	Common Stock	10
Stock Appreciation Rights	$ 26.65	09/17/2018		M(4)			116,018	05/18/2014	05/18/2021	Common Stock	1
Stock Appreciation Rights	$ 22.4	09/17/2018		M(5)			236,852	05/31/2015	05/31/2022	Common Stock	22
Stock Appreciation Rights	$ 39.79	09/17/2018		M(6)			109,322	06/21/2016	12/19/2023	Common Stock	10
Stock	$ 29.99	09/17/2018		M(7)			166,804	04/30/2017	04/30/2024	Common	16

Appreciation Rights							Stock	
Stock Appreciation Rights	$ 15.22	09/17/2018	M(8)	244,698	03/02/2018	03/02/2025	Common Stock	24
Stock Appreciation Rights	$ 23.9	09/17/2018	M(9)	166,500	05/07/2018	05/07/2025	Common Stock	16
Stock Appreciation Rights	$ 31.26	09/17/2018	M(10)	48,532	(20)	05/09/2026	Common Stock	4
Stock Appreciation Rights	$ 28.6	09/17/2018	M(11)	25,508	(22)	02/27/2027	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Executive Officer	

Signatures

/s/ Rashmi Chachra, Attorney-in-Fact for Richard P. Goudis	09/18/2018
**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) The reporting person received 92,918 shares of common stock upon the net exercise of the 240,000 Stock Appreciation Rights ("SARS"). The reporting person forfeited 44,998 shares of common stock underlying the SARS in payment of the exercise price and 102,084 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(2) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 218,401 additional shares of common stock.

(3) The reporting person received 40,066 shares of common stock upon the net exercise of the 106,186 SARS. The reporting person forfeited 22,101 shares of common stock underlying the SARS in payment of the exercise price and 44,019 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(4) The reporting person received 28,553 shares of common stock upon the net exercise of the 116,018 SARS. The reporting person forfeited 56,094 shares of common stock underlying the SARS in payment of the exercise price and 31,371 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(5) The reporting person received 66,996 shares of common stock upon the net exercise of the 236,852 SARS. The reporting person forfeited 96,250 shares of common stock underlying the SARS in payment of the exercise price and 73,606 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(6) The reporting person received 14,477 shares of common stock upon the net exercise of the 109,322 SARS. The reporting person forfeited 78,934 shares of common stock underlying the SARS in payment of the exercise price and 15,911 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(7) The reporting person received 36,226 shares of common stock upon the net exercise of the 166,804 SARS. The reporting person forfeited 90,774 shares of common stock underlying the SARS in payment of the exercise price and 39,804 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(8) The reporting person received 84,393 shares of common stock upon the net exercise of the 244,698 SARS. The reporting person forfeited 67,582 shares of common stock underlying the SARS in payment of the exercise price and 92,723 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(9) The reporting person received 44,927 shares of common stock upon the net exercise of the 166,500 SARS. The reporting person forfeited 72,209 shares of common stock underlying the SARS in payment of the exercise price and 49,364 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(10) The reporting person received 10,008 shares of common stock upon the net exercise of the 48,532 SARS. The reporting person forfeited 27,526 shares of common stock underlying the SARS in payment of the exercise price and 10,998 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(11) The reporting person received 5,847 shares of common stock upon the net exercise of the 25,508 SARS. The reporting person forfeited 13,236 shares of common stock underlying the SARS in payment of the exercise price and 6,425 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of $55.11.

(12) These SARS were previously reported as covering 120,000 shares at an exercise price of $20.67 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(13) These SARS were previously reported as covering 66,366 shares at an exercise price of $22.94 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(14) These SARS were previously reported as covering 58,009 shares at an exercise price of $53.29 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(15) These SARS were previously reported as covering 118,426 shares at an exercise price of $44.79 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(16) These SARS were previously reported as covering 54,661 shares at an exercise price of $79.58 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(17) These SARS were previously reported as covering 83,402 shares at an exercise price of $59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(18) These SARS were previously reported as covering 122,349 shares at an exercise price of $30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(19) These SARS were previously reported as covering 83,250 shares at an exercise price of $47.80 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(20) On May 9, 2016, the reporting person was granted 60,665 SARs. These SARs vested 20% each on May 9, 2017 and May 9, 2018, and 60% will vest on May 9, 2019.

(21) These SARS were previously reported as covering 60,665 shares at an exercise price of $62.51 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(22) On February 27, 2017, the reporting person was granted 63,771 SARs. These SARs vested 20% on February 27, 2018 and 20% will vest on February 27, 2019 and 60% will vest on February 27, 2020.

(23) These SARS were previously reported as covering 63,771 shares at an exercise price of $57.19 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.

Explanation of Responses: