

HERBALIFE LTD.  
Form 8-K  
February 07, 2014

**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): February 3, 2014**

**Herbalife Ltd.**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State or other jurisdiction**  
  
**of incorporation)**

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

**98-0377871**  
**(I.R.S. Employer**  
  
**Identification Number)**

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

**South Church Street, Grand Cayman**

**Cayman Islands**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: c/o (213) 745-0500**

**KY1-1106**

**(Zip Code)**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 3, 2013, Herbalife Ltd. (the Company ) entered into an amendment (the Amendment ) to its Credit Agreement, dated as of March 9, 2011, as amended and restated on July 26, 2012, by and among Herbalife International, Inc. ( HII ), the Company, Herbalife International Luxembourg S.a.R.L., certain subsidiaries of HII as guarantors, the lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the Credit Facility ). The Amendment became effective upon, among other conditions, the consummation of the issuance of the Company s 2% Senior Convertible Notes due 2019 (the Notes ). The Amendment makes technical amendments to the indebtedness, asset sale and dividend covenants and the cross-default event of default to accommodate the issuance of the Notes and the capped call option transactions and the prepaid forward share repurchase transactions entered into in connection therewith. The Amendment also increased by 0.50% the highest applicable margin payable by the Company in the event that its consolidated total leverage ratio exceeds 2.50 to 1.00 (which increased applicable margin shall in any event apply until financial statements are delivered for the Company s fiscal quarter ending March 31, 2014) and increased the Company s permitted consolidated total leverage ratio under the Credit Facility.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 Second Amendment, dated February 3, 2014, to Credit Agreement, dated as of March 9, 2011, by and among Herbalife International, Inc. ( HII ), Herbalife Ltd., Herbalife International Luxembourg S.a.R.L., certain subsidiaries of HII as guarantors, the lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer.

**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.

*February 7, 2014*

By: /s/ Jim Berklas  
Name: Jim Berklas  
Title: Associate Corporate Secretary

**EXHIBIT INDEX**

Exhibit	Description of Exhibit
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