

HERBALIFE LTD.
Form 8-K
April 29, 2016

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 28, 2016

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 No.)

P.O. Box 309GT, Ugland 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))

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

Herbalife Ltd. (the Company) held its 2016 Annual General Meeting of Shareholders on April 28, 2016 (the Meeting). The proposals voted upon at the Meeting and the final results of the shareholder vote on each proposal are set forth below. Each of the proposals is summarized in greater detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 14, 2016.

(1) Election of directors

| | For | Against | Abstain | Broker Non-votes |
|-----------------------|------------|-----------|---------|---------------------|
| Michael O. Johnson | 66,317,113 | 1,106,235 | 437,842 | 14,159,860 |
| Jeffrey T. Dunn | 67,150,621 | 270,216 | 440,353 | 14,159,860 |
| Richard P. Bermingham | 66,667,995 | 752,292 | 440,903 | 14,159,860 |
| Pedro Cardoso | 65,091,436 | 2,329,381 | 440,373 | 14,159,860 |
| Dr. Richard Carmona | 66,470,532 | 948,412 | 442,246 | 14,159,860 |
| Jonathan Christodoro | 63,782,144 | 3,636,071 | 442,975 | 14,159,860 |
| Keith Cozza | 64,613,405 | 2,805,110 | 442,675 | 14,159,860 |
| Hunter C. Gary | 64,530,225 | 2,888,243 | 442,722 | 14,159,860 |
| Jesse A. Lynn | 66,332,679 | 1,085,939 | 442,572 | 14,159,860 |
| Michael Montelongo | 67,334,375 | 84,189 | 442,626 | 14,159,860 |
| James L. Nelson | 67,314,664 | 103,304 | 443,222 | 14,159,860 |
| Maria Otero | 66,914,036 | 505,172 | 441,982 | 14,159,860 |
| John Tartol | 65,038,592 | 2,382,537 | 440,061 | 14,159,860 |

(2) Approval, on an advisory basis, of the Company's executive compensation

| | For | Against | Abstain | Broker Non-votes |
|--|------------|-----------|---------|---------------------|
| | 63,406,559 | 3,969,423 | 485,208 | 14,159,860 |

(3) Ratification of the Company's independent registered public accountants for the fiscal year ending December 31, 2016

| | For | Against | Abstain | Broker Non-votes |
|--|------------|---------|---------|---------------------|
| | 81,157,212 | 254,177 | 609,661 | |

(4) Approval of an amendment and restatement to the Company's 2014 Stock Incentive Plan, to, among other things, increase the number of common shares available for issuance under such plan

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| | | | Broker | |
|--|------------|------------|---------|------------|
| | For | Against | Abstain | Non-votes |
| | 41,258,403 | 26,129,755 | 473,032 | 14,159,860 |

- (5) Re-approval of the performance goals under the Company's Executive Incentive Plan for compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended

| | | | Broker |
|------------|---------|---------|------------|
| For | Against | Abstain | Non-votes |
| 67,169,571 | 215,169 | 476,450 | 14,159,860 |

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, 2016

By: /s/ Mark J. Friedman
Name: Mark J. Friedman
Title: General Counsel