

Hienrich Edi
 Form 5
 February 14, 2019

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Hienrich Edi

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP/Managing Director EMEA

800 W. OLYMPIC BLVD. SUITE 406

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90015

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 03/02/2018 | Â | M4 ⁽¹⁾⁽²⁾ | 4,404 A \$ 30.44 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 03/02/2018 | Â | F4 ⁽¹⁾⁽²⁾ | 2,919 D \$ 94.72 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 03/02/2018 | Â | S4 ⁽¹⁾⁽⁴⁾ | 104 D \$ 91.77 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 03/02/2018 | Â | S4 ⁽¹⁾⁽⁴⁾ | 183 D \$ 93 | 2,780 ⁽³⁾ | I | By wife |

Stock

| | | | | | | | | | |
|--------------|------------|---|----------------------|-------|---|-----------|----------------------|---|---------|
| Common Stock | 03/06/2018 | Â | S4 ⁽¹⁾⁽⁴⁾ | 1,485 | D | \$ 95.57 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 05/09/2018 | Â | M4 ⁽¹⁾⁽⁵⁾ | 655 | A | \$ 62.51 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 05/09/2018 | Â | F4 ⁽¹⁾⁽⁵⁾ | 526 | D | \$ 111.17 | 2,780 ⁽³⁾ | I | By wife |
| Common Stock | 05/11/2018 | Â | S4 ⁽¹⁾⁽⁴⁾ | 129 | D | \$ 111.46 | 2,780 ⁽³⁾ | I | By wife |

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 2270 (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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nu of Sha |
| Stock Appreciation Rights | \$ 30.44 | 03/02/2018 | Â | M4 ⁽¹⁾⁽²⁾ | Â 4,404 | 03/02/2018 | 03/02/2025 | Common Stock | 4, |
| Stock Appreciation Rights | \$ 62.51 | 05/09/2018 | Â | M4 ⁽¹⁾⁽⁵⁾ | Â 655 | Â ⁽⁶⁾ | 05/09/2026 | Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hienrich Edi 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015 | Â | Â | Â SVP/Managing Director EMEA | Â |

Signatures

Lisa Kwon, as Attorney-In-Fact for Edi
Hienrich

02/14/2019

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person's wife.
The Reporting Person's wife received 1,485 shares of common stock upon the net exercise of 4,404 stock appreciation rights ("SARS"). The Reporting Person's wife forfeited 1,416 shares of common stock underlying the SARS in payment of the exercise price and 1,503 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on March 2, 2018 of \$94.72. Since this transaction took place prior to the Issuer's 2-for-1 stock split on May 14, 2018, share numbers, market prices and exercise prices are provided without giving effect to the stock split.
 - (3) Balance reflects the amount of securities beneficially owned indirectly as of December 31, 2018, after giving effect to the Issuer's 2-for-1 stock split on May 14, 2018.
 - (4) Since this transaction took place prior to the Issuer's 2-for-1 stock split on May 14, 2018, share numbers and market price are provided without giving effect to the stock split.
The Reporting Person's wife received 129 shares of common stock upon the net exercise of 655 SARS. The Reporting Person's wife forfeited 369 shares of common stock underlying the SARS in payment of the exercise price and 157 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on May 9, 2018 of \$111.17. Since this transaction took place prior to the Issuer's 2-for-1 stock split on May 14, 2018, share numbers, market prices and exercise prices are provided without giving effect to the stock split.
 - (6) On May 9, 2016, the Reporting Person's wife was granted 3,275 SARS (prior to giving effect to the Issuer's 2-for-1 stock split on May 14, 2018). These SARS vested 20% each on May 9, 2017 and May 9, 2018, and the remaining 60% vests on May 9, 2019.
 - (7) Reflects share numbers after giving effect to the Issuer's 2-for-1 stock split on May 14, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.