

Rogers Jesse
Form 3
December 15, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Rogers Jesse

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/15/2004

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

4. Relationship of Reporting
Person(s) to Issuer

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

ONE EMBARCADERO
CENTER,Â 33RD FLOOR

(Street)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

SAN
FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

15,148,372

I

See footnote ⁽¹⁾

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Common Stock Warrant (right to buy)	07/01/2005	12/01/2014	Common Stock	245,000	\$ 15.5	I	See footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rogers Jesse ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã X	Ã X	Ã	Ã
Golden Gate Capital Management, L.L.C. ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG Investments (BVI), L.P. ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG Associates-QP, LLC ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG Associates-AI, LLC ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG Investment Fund-AI, LP ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG AV, LLC-Series C ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG CI, LLC ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	Ã	Ã X	Ã	Ã
CCG AV, LLC-Series E ONE EMBARCADERO CENTER 33RD FLOOR	Ã	Ã X	Ã	Ã

SAN FRANCISCO, CA 94111

GGC Administration, L.L.C.
ONE EMBARCADERO CENTER
33RD FLOOR
SAN FRANCISCO, CA 94111

Â Â X Â Â

Signatures

/s/ Jesse T.
Rogers

12/14/2004

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Consists of 13,227,397 shares directly owned by CCG Investments (BVI), L.P., 664,929 shares directly owned by CCG Associates-QP, LLC, 61,824 shares directly owned by CCG Associates-AI, LLC, 177,203 shares directly owned by CCG Investment Fund-AI, LP, 436,356 shares directly owned by CCG AV, LLC-Series C, 354,418 shares directly owned by CCG AV, LLC-Series E and 226,242
(1) shares directly owned by CCG CI, LLC. Golden Gate Capital Management, L.L.C., as general partner or managing member of all the above entities, and Mr. David C. Dominik and Mr. Jesse T. Rogers, as principal Managing Members of Golden Gate Capital Management, L.L.C., share voting and dispositive power of the reported shares and may each be deemed to share beneficial ownership of the reported shares. Each of the reporting persons disclaims beneficial ownership of the shares owned of record by other reporting persons except to the extent of such reporting person's pecuniary interest therein.

Consists of a warrant owned of record by GGC Administration, L.L.C. Mr. Rogers and Mr. Dominik, as managing members of GGC
(2) Administration, L.L.C, share voting power of the reported shares and may each therefore be deemed to share beneficial ownership of such reported shares.

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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