

HERBALIFE LTD.
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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WHITNEY EQUITY PARTNERS V LLC			(Month/Day/Year)	HERBALIFE LTD. [HLF]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
177 BROAD STREET, 15TH FLOOR				(Check all applicable)	
(Street)				___ Director	___X___ 10% Owner
				___ Officer	___ Other
				(give title below)	(specify below)
STAMFORD,Â CTÂ 06901					6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)			___X___ Form filed by One Reporting Person
					___ Form filed by More than One Reporting Person

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	26,016,285	I	See Footnote 1. (1)
Common	228,230	I	See Footnote 2. (2)

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY EQUITY PARTNERS V LLC 177 BROAD STREET, 15TH FLOOR STAMFORD, CT 06901	Â	Â X	Â	Â

Signatures

WHITNEY EQUITY PARTNERS V, LLC, By: Daniel J. O'Brien, Managing Member

12/15/2004

__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).
- (1) Shares owned by Whitney V, L.P. The undersigned is the general partner of Whitney V, L.P. The undersigned disclaims beneficial ownership of such shares except to the extent of its proportionate interest.
- (2) Shares owned by Whitney Strategic Partners V, L.P. The undersigned is the general partner of Whitney Strategic Partners V, L.P. The undersigned disclaims beneficial ownership of such shares except to the extent of its proportionate interest.

Note: File three copies of this Form, one of which must be manually signed. If space 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.