

Agwunobi John O
 Form 3
 May 01, 2018

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 Agwunobi John O		(Month/Day/Year)	HERBALIFE NUTRITION LTD. [HLF]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/01/2018		
800 W. OLYMPIC BLVD.			(Check all applicable)	
SUITE 406			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Co-President/Chief H&N Officer	
LOS ANGELES,Â CAÂ	90015		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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 Stock	3,707 ⁽¹⁾	D	Â

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)	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)	D	A
Stock Appreciation Rights	(2)	02/28/2026	Common Stock 27,662	\$ 54.75	D	A
Stock Appreciation Rights	(3)	02/27/2027	Common Stock 10,593	\$ 57.19	D	A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Agwunobi John O 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	A	A	A Co-President/Chief H&N Officer	A

Signatures

/s/ Eileen Uy, Attorney-in-Fact for John Agwunobi

05/01/2018

**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) On February 26, 2018, the reporting person was granted 3,707 Restricted Stock Units ("RSUs"). These RSUs will vest 20% on each of February 26, 2019 and February 26, 2020, and 60% will vest on February 26, 2021.
- (2) On February 29, 2016, the reporting person was granted 27,662 Stock Appreciation Rights ("SARs"). These SARs vested 20% on each of February 28, 2017 and February 28, 2018, and the remaining 60% will vest on February 28, 2019.
- (3) On February 27, 2017, the reporting person was granted 10,593 SARs. These SARs vested 20% on February 27, 2018, will vest 20% on February 27, 2019, and the remaining 60% will vest on February 27, 2020.

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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