

Wang Henry C  
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 \*

Wang Henry C  
(Last) (First) (Middle)

800 W. OLYMPIC BLVD.  
SUITE 406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/01/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
EVP, General Counsel

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)

Common Stock

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

1,882 <sup>(1)</sup>

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

D

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

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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 (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) |
|---------------------------|------------------|-----------------|----------------------------|----------------------------|
| Stock Appreciation Rights | Â (2)            | 05/09/2026      | Common Stock 6,026         | \$ 62.51 D Â               |
| Stock Appreciation Rights | Â (3)            | 02/27/2027      | Common Stock 6,144         | \$ 57.19 D Â               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Wang Henry C<br>800 W. OLYMPIC BLVD. SUITE 406<br>LOS ANGELES, CA 90015 | Â             | Â         | Â EVP,<br>General<br>Counsel | Â     |

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Henry C.  
Wang

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 1,882 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 May 9, 2016, the reporting person was granted 7,532 Stock Appreciation Rights ("SARs"). Twenty percent of these SARs vested 20% on May 9, 2017 and were exercised, 20% will vest on May 9, 2018, and the remaining 60% will vest on May 9, 2019.
- (3) On February 27, 2017, the reporting person was granted 7,680 SARs. These SARs vested 20% on February 27, 2018, will vest 20% on May 9, 2018, and the remaining 60% will vest on May 9, 2019.

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.