

HERBALIFE LTD.
Form SC 13G
January 21, 2015

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

SCHEDULE 13G

**Information to be included in Statements filed pursuant to Rules
13d-1(b), (c) and (d) and amendments thereto filed pursuant to**

Rule 13d-2(b)

(Amendment No.)

Herbalife Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G4412G101

(CUSIP Number)

December 31, 2014

(Date of Event That Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO(s).

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1. Names of Reporting Persons

UBS Group AG directly and on behalf of certain subsidiaries

2. Check the Appropriate Box if a Member of a Group

a " b "

3. SEC USE ONLY

4. Citizenship or Place of Organization

Switzerland

5. Sole Voting Power

Number of

Shares 5,871,468

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 5,871,468

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,871,468

10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

6.40%

12. Type of Reporting Person

BK

CUSIP NO(s).

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Item 1(a) Name of Issuer

Herbalife Ltd.

Item 1(b) Address of Issuer's Principal Executive Offices:

P.O. Box 309GT

Ugland House

South Church Street

George Town E9 00000

310 410 9600

Item 2(a) Name of Person Filing:

UBS Group AG

Item 2(b) Address of Principal Business Office:

UBS Group AG

Bahnhofstrasse 45

PO Box CH-8021

Zurich, Switzerland

Item 2(c) Citizenship or Place of Organization:

Switzerland

Item 2(d) Title of Class of Securities

Common Stock

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Item 2(e) CUSIP Number(s):

G4412G101

Item 3. Type of Person Filing:

UBS Group AG is classified as a Bank as defined in section 3(a)(6) of the Securities Act of 1933 pursuant to no-action relief granted by the staff of the Securities and Exchange Commission.

Item 4 (a)-(c)(iv). Ownership:

Items 5-11 of the cover page are incorporated by reference.

CUSIP NO(s).

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof
the reporting person has ceased to be the beneficial owner of more than five
percent of the class of securities, check the following / /.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary That Acquired the
Security Being Reported on By the Parent Holding Company:

This statement on Schedule 13G is being filed by UBS Group AG on behalf of itself and its wholly owned subsidiary UBS Securities LLC, UBS AG London Branch and UBS Financial Services Inc.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

By signing below, the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO(s).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Anthony DeFilippis
Executive Director

By: /s/ John Lindley
Associate Director

Date: January 21, 2015