

Rogers Jesse
Form 4
February 14, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DOMINIK DAVID

(Last) (First) (Middle)

ONE EMBARCADERO CENTER, 33RD FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/13/2005		S		4,565,311 (1)	D	\$ 30.5
					10,409,411	I	

See Footnote (2)

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

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

SAN FRANCISCO, CA 94111

CCG AV, LLC-Series E
 ONE EMBARCADERO CENTER X
 33RD FLOOR
 SAN FRANCISCO, CA 94111

CCG Investment Fund-AI, LP
 ONE EMBARCADERO CENTER X
 33RD FLOOR
 SAN FRANCISCO, CA 94111

CCG Associates-QP, LLC
 ONE EMBARCADERO CENTER X
 33RD FLOOR
 SAN FRANCISCO, CA 94111

Signatures

/s/ Jesse T. Rogers 12/15/2005
 ___Signature of Reporting Person Date

/s/ David C. Dominik 12/15/2005
 ___Signature of Reporting Person Date

Golden Gate Capital Management, L.L.C. By: /s/ Jesse T. Rogers, Managing Member 12/15/2005
 ___Signature of Reporting Person Date

CCG Investments (BVI), L.P. By: Golden Gate Capital Management, L.L.C., General Partner 12/15/2005
 By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG Associates-QP, LLC By: Golden Gate Capital Management, L.L.C., Managing Member 12/15/2005
 By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG Associates-AI, LLC By: Golden Gate Capital Management, L.L.C., Managing Member 12/15/2005
 By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG Investment Fund-AI, L.P. By: Golden Gate Capital Management, L.L.C., General 12/15/2005
 Partner By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG AV, LLC - Series C By: Golden Gate Capital Management, L.L.C., Managing Member 12/15/2005
 By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG AV, LLC-Series E By: Golden Gate Capital Management, L.L.C., Managing Member 12/15/2005
 By: /s/ Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

CCG CI, LLC By: Golden Gate Capital Management, L.L.C., Managing Member By: /s/ 12/15/2005
 Jesse T. Rogers Managing Member
 ___Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Consists of 3,986,380 shares directly owned and sold by CCG Investments (BVI), L.P., 200,392 shares directly owned and sold by CCG Associates-QP, LLC, 18,633 shares directly owned and sold by CCG Associates-AI, LLC, 53,404 shares directly owned and sold by CCG Investment Fund-AI, LP, 131,506 shares directly owned and sold by CCG AV, LLC-Series C, 106,812 shares directly owned and sold by CCG AV, LLC-Series E and 68,184 shares directly owned and sold 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 have shared beneficial ownership of the reported shares.

(2) Consists of 9,089,388 shares directly owned by CCG Investments (BVI), L.P., 456,914 shares directly owned by CCG Associates-QP, LLC, 42,485 shares directly owned by CCG Associates-AI, LLC, 121,768 shares directly owned by CCG Investment Fund-AI, LP, 299,848 shares directly owned by CCG AV, LLC-Series C, 243,543 shares directly owned by CCG AV, LLC-Series E and 155,465 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.

Remarks:

This Form 4 is being refiled because it was inadvertently originally filed under the issuer code for Herbalife International Inc.,

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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