

HERBALIFE LTD.  
Form 8-K  
February 05, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 2, 2007

**HERBALIFE LTD.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction  
of incorporation)

**1-32381**

(Commission File Number)

**98-0377871**

(I.R.S. Employer  
Identification Number)

**PO Box 309 GT, Uglad House, South Church Street, Grand Cayman, Cayman Islands**

(Address of principal executive offices)

**c/o Herbalife International, Inc., 1800 Century Park East, Los Angeles, California, 90067**

(Former name or former address, if changed since last report)

Registrant's telephone number, including area code: c/o (310) 410-9600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 2, 2007, Herbalife Ltd. issued a press release announcing its receipt of an acquisition proposal. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the acquisition proposal is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit	Description of Exhibit
99.1	Press Release of Herbalife Ltd. dated February 2, 2007
99.2	Letter from Whitney V, L.P. dated February 2, 2007

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*Dated: February 2, 2007*

*Herbalife Ltd.*

*By: /s/ Brett Chapman*

*Name: Brett Chapman*

*Title: General Counsel*