

HERBALIFE LTD.  
Form 8-K  
August 23, 2006

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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):

August 23, 2006

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

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

0000000

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

c/o (310) 410-9600

Not Applicable

Former name or former address, if changed since last report

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))



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**Item 8.01 Other Events.**

On August 23, 2006, Herbalife Ltd. (the "Company"), completed its previously announced election to redeem its outstanding \$165.0 million aggregate principal amount of 9 ½% Notes due 2011 (the "Notes"). The Company used the proceeds from its new \$200.0 million term loan to fund the redemption at the mandatory price of approximately \$110.07 per \$100.00 aggregate principal amount of Notes and to pay closing costs. The Company issued a press release announcing the transactions described herein, a copy of which is attached hereto as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of Herbalife Ltd., dated August 23, 2006

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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.

Herbalife Ltd.

*August 23, 2006*

*By: /s/ Brett R. Chapman*

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*Name: Brett R. Chapman*

*Title: General Counsel*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                              |
|---------------------------|--|
| 99.1                      | Press Release of Herbalife Ltd., dated August 23, 2006 |