

HERBALIFE LTD.
Form 4
February 12, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Golden Gate Capital Management,
L.L.C.

(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)
02/07/2007

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)		
Common Stock	02/07/2007		J(1)	V	8,409,411 (1)	D	\$ 0 0	I	Footnote (1)

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
Golden Gate Capital Management, L.L.C. ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111		X		
CCG Investments (BVI), L.P. ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111		X		
CCG Associates-QP, LLC 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 Investment Fund-AI, LP 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
 33RD FLOOR
 SAN FRANCISCO, CA 94111

X

Signatures

Golden Gate Capital Management, L.L.C. By: /s/ Jesse T. Rogers, Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG Investments (BVI), L.P. By: Golden Gate Capital Management, L.L.C., General Partner By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG Associates-QP, LLC By: Golden Gate Capital Management, L.L.C., Managing Member By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG Associates-AI, L.P. By: Golden Gate Capital Management, L.L.C., General Partner By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG Investment Fund-AI, L.P. By: Golden Gate Capital Management, L.L.C., General Partner By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG AV, LLC - Series C By: Golden Gate Capital Management, L.L.C., Managing Member By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG AV, LLC-Series E By: Golden Gate Capital Management, L.L.C., Managing Member By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**Signature of Reporting Person	Date
CCG CI, LLC By: Golden Gate Capital Management, L.L.C., Managing Member By: /s/ Jesse T. Rogers Managing Member	02/09/2007
**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).
 Consists of 7,343,009 shares distributed by CCG Investments (BVI), L.P., 369,125 shares distributed by CCG Associates--QP, LLC, 34,323 shares distributed by CCG Associates--AI, LLC, 98,372 shares distributed by CCG Investment Fund--AI, LP, 242,237 shares distributed by CCG AV, LLC--Series C, 196,750 shares distributed by CCG AV, LLC--Series E and 125,595 shares distributed by CCG CI, LLC, in each case in accordance with the members' or limited partners' of the such entities respective interests in such entities. Any shares received by Golden Gate Capital Management, L.L.C., as general partner or managing member of all the above entities, or received by any of the other reporting persons as limited partners of any other reporting entity were in turn subsequently distributed by such reporting person to its limited partners or members, in each case in accordance with the members' or limited partners' respective interests in such entity.

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.