

Diekroeger Kenneth
 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 *
 Diekroeger Kenneth

(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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	12/13/2005		S	(A) D	4,565,311 \$ 30.5	I	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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diekroeger Kenneth ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	X	X		

Signatures

/s/ Kenneth J. Diekroeger
 12/15/2005
 **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, may be deemed to share beneficial ownership of the reported shares. Mr. Diekroeger is a member of Golden Gate Capital Management, L.L.C.
- (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. Mr. Diekroeger disclaims beneficial ownership of the reported shares except to the extent of his 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. 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.