

HERBALIFE LTD.  
Form DEFA14A  
May 01, 2008

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. \_\_)

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- O Definitive Proxy Statement
- O Preliminary Proxy Statement
- O Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- O Definitive Additional Materials
- O Soliciting Material Pursuant to §240.14a-12

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**HERBALIFE LTD.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- X No fee required.
- O Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction

applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.  Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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April 30, 2008

Dear Shareholder:

As previously disclosed, prompted by an inquiry from The Wall Street Journal, our former President and Chief Operating Officer, Gregory L. Probert, has confirmed that the information with respect to his education stated in his biography included in our public filings is incorrect. Specifically, Mr. Probert's biography states that he received an MBA from California State University, Los Angeles as well as a Bachelor of Science from the University of Southern California. Mr. Probert did not fully complete the course work necessary to receive an MBA from California State University, Los Angeles. Mr. Probert also received a Bachelor of Arts from the University of Southern California, not a Bachelor of Science.

Mr. Probert's biographical information as of the date of our Proxy Statement related to our upcoming 2008 Annual General Meeting of Shareholders, which was included on page 32 of the Proxy Statement, is amended and restated as follows:

*Gregory Probert* is President and Chief Operating Officer of the Company. Mr. Probert joined the Company in August 2003, after serving as President and CEO of DMX MUSIC for over 2 years. Mr. Probert joined DMX MUSIC after serving as Chief Operating Officer of Planet Lingo, where he led the team that designed and built the company's first product, an online conversational system for the \$20 billion ESL market in Japan. Immediately prior to Planet Lingo, Mr. Probert spent 12 years with The Walt Disney Company, where he most recently served as Executive Vice President for the \$3.5 billion Buena Vista Home Entertainment worldwide business. Mr. Probert's positions with The Walt Disney Company also included service as Executive Vice President of the International Home Video Division, Senior Vice President and Managing Director of Buena Vista Home Entertainment, Asia Pacific Region, based in Hong Kong, and Vice President Financial of Buena Vista International, Disney's international theatrical distribution arm, among others. Mr. Probert received his Bachelor of Arts from the University of Southern California.

We would like to assure you that these developments are being taken very seriously. The Audit Committee of our Board of Directors is currently investigating the matter and has retained outside counsel to assist it in carrying out its duties and obligations. Upon completion of this investigation, the Audit Committee will report to the full Board of Directors with its recommendations, after which appropriate action will be taken.

The 2008 Annual General Meeting of Shareholders will be held as scheduled on Thursday, May 1, 2008 at 9:00 a.m. Pacific Daylight Time at 1800 Century Park East, Los Angeles, California 90067. Information with respect to the items of business to be conducted at the meeting is set forth in our Proxy Statement dated March 25, 2008, first mailed to shareholders on or about March 28, 2008. Only shareholders of record at the close of business on March 5, 2008, are entitled to vote at the meeting and any subsequent adjournment(s) or postponement(s) thereof.

Sincerely,

BRETT R. CHAPMAN  
*General Counsel and Corporate Secretary*