

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

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|------------------------------------------------|---------------|
| OMB APPROVAL | |
| OMB Number: | 3235-0101 |
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| SEC USE ONLY | |
| DOCUMENT SEQUENCE NO. | |
| CUSIP NUMBER | |

| | | | | | | | |
|-------------------------------------------------------------------------|--|---------------------------|--|---------------------------------|--|---------------------|--|
| 1 (a) NAME OF ISSUER (Please type or print) | | 1 (b) IRS IDENT. NO. | | 1 (c) S.E.C. FILE NO. | | WORK LOCATION | |
| HERBALIFE NUTRITION | | 980377871 | | 1-32381 | | | |
| 1 (d) ADDRESS OF ISSUER | | STREET | | CITY | | STATE ZIP CODE | |
| 800 WEST OLYMPIC BLVD. | | SUITE 406 | | CA | | 90015 | |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | | RELATIONSHIP TO ISSUER | | 1 (c) ADDRESS STREET | | CITY STATE ZIP CODE | |
| MICHAEL O JOHNSON REVOCABLE TR U/A 11/1/18 | | AFFILIATE | | 800 WEST OLYMPIC BLVD SUITE 406 | | CA 90015 | |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a) Title of the Class of Securities To Be Sold | 3 (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY | | 3 (c) Number of Shares or Other Units To Be Sold (See under 3 (e)) | 3 (d) Aggregate Market Value (See under 3 (d)) | 3 (e) Number of Shares or Other Units Outstanding (See under 3 (e)) | 3 (f) Approximate Date of Sale (See under 3 (f)) (310, DAY, YR) | 3 (g) Name of Each Securities Exchange (See under 3 (g)) |
|---------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--|--------------------------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------------------|
| | | Broker-Dealer File Number | | | | | | |
| Common Stock | FIDELITY BROKERAGE SERVICES LLC 245 SUMMER STREET BOSTON MA 02210 | | | 600,000 | \$30,552,000 | 147,780,890 | 7/15/20 | NYSE |
| | | | | | | | | |
| | | | | | | | | |

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (06-07)
1.748092.112

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Security | Date you acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired | Amount of Securities Acquired | Date of Payment | Name of Provider |
|-----------------------|-------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------|------------------|
| Common Stock | | Payment for services rendered | HLF | 600,000 | N/A | Competition |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note attached the nature of the consideration given. If the consideration consisted of any debt or other obligation, or if payment was made in installments describe the arrangement and state when the debt or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------------------------------|--------------------------|--------------|---------------------------|-----------------|
| 800 WEST OLYMPIC BLVD. SUITE 408 CA 90015 | HERBALIFE NUTRITION | 05/14/2020 | 25,000 | \$ 985,125.16 |
| | | 05/16/2020 | 38,807 | \$ 1,532,586.61 |
| | | 05/28/2020 | 12,206 | \$ 525,461.86 |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities in which this notice relates are to be sold must be represented by signing this notice that he does not have any material information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions as such, Rule 144(d) under the Exchange Act, by signing the notice, he is certifying the date that the plan was adopted or the instructions given that person and that he is representing the date of the plan adoption or instruction date.

7/15/2020

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTIONS
IF RELYING ON RULE 144(d)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed and dated. Signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)