

CCG CI, LLC
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rogers Jesse

(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)
12/15/2004

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/15/2004		S		173,648 (1)	D	\$ 13.02
					14,974,722	I (2)	See 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
Rogers Jesse ONE EMBARCADERO CENTER, 33RD FLOOR SAN FRANCISCO, CA 94111	X	X		
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 AV, LLC-Series C ONE EMBARCADERO CENTER, 33RD FLOOR SAN FRANCISCO, CA 94111		X		
CCG AV, LLC-Series E ONE EMBARCADERO CENTER, 33RD FLOOR SAN FRANCISCO, CA 94111		X		
CCG CI, LLC		X		

ONE EMBARCADERO CENTER, 33RD FLOOR
SAN FRANCISCO, CA 94111

DOMINIK DAVID

ONE EMBARCADERO CENTER, 33RD FLOOR
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Jesse T.
Rogers

02/10/2005

__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).

Consists of 151,628 shares directly owned and sold by CCG Investments (BVI), L.P., 7,622 shares directly owned and sold by CCG Associates-QP, LLC, 709 shares directly owned and sold by CCG Associates-AI, LLC, 2,031 shares directly owned and sold by CCG Investment Fund-AI, LP, 5,002 shares directly owned and sold by CCG AV, LLC-Series C, 4,063 shares directly owned and sold by (1) CCG AV, LLC-Series E and 2,593 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, and Mr. David C. Dominik and Mr. Jesse T. Rogers, as principal Managing Members of Golden Gate Capital Management, L.L.C., share voting and dispositive power of the reported shares and may each be deemed to have shared beneficial ownership of the reported shares.

Consists of 13,075,768 shares directly owned by CCG Investments (BVI), L.P., 657,306 shares directly owned by CCG Associates-QP, LLC, 61,118 shares directly owned by CCG Associates-AI, LLC, 175,172 shares directly owned by CCG Investment Fund-AI, LP, 431,354 shares directly owned by CCG AV, LLC-Series C, 350,355 shares directly owned by CCG AV, LLC-Series E and 223,649 (2) shares directly owned by CCG CI, LLC. Golden Gate Capital Management, L.L.C., as general partner or managing member of all the above entities, and Mr. David C. Dominik and Mr. Jesse T. Rogers, as principal Managing Members of Golden Gate Capital Management, L.L.C., share voting and dispositive power of the reported shares and may each be deemed to share beneficial ownership of the reported shares. Each of the reporting persons disclaims beneficial ownership of the shares owned of record by other reporting persons except to the extent of such reporting person's pecuniary interest therein.

Remarks:

Exhibit A - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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