

HAIN CELESTIAL GROUP INC
 Form 4
 November 22, 2016

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 *
 SIMON IRWIN D

2. Issuer Name and Ticker or Trading Symbol
 HAIN CELESTIAL GROUP INC
 [HAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/18/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., CEO & Chairman of Bd

C/O THE HAIN CELESTIAL GROUP, INC., 1111 MARCUS AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 11/18/2016 | | M | | 219,666 A \$ 9.1 | D | |
| Common Stock | 11/18/2016 | | F | | 145,426 D (1) \$ 38.72 | D | |
| Common Stock (2) | 11/20/2016 | | F | | 11,350 D \$ 39.45 | D | |
| Common Stock | | | | | | I | By trust |
| | | | | | | I | |

Common
StockBy spouse
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 9.1 | 11/18/2016 | | M | 219,666 | (4) | 11/19/2016 | Common Stock | 219,666 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMON IRWIN D
C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE
LAKE SUCCESS, NY 11042

X

Pres., CEO & Chairman of Bd

Signatures

/s/ Irwin D.
Simon

11/22/2016

**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) In connection with Mr. Simon's stock option exercise of 219,666 shares, the Company retained 145,426 shares to satisfy the exercise price and tax withholding obligations of Mr. Simon.
- (2) On November 20, 2016, 20,334 shares of The Hain Celestial Group, Inc. (the "Company") restricted stock vested pursuant to the Restricted Stock Agreement between the Company and Mr. Simon (the "Agreement"). The Company retained 11,350 shares to

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satisfy the tax withholding obligations of Mr. Simon in connection with the vesting as required by the terms of the Agreement and consistent with the Company's practice for satisfying such U.S. tax withholding obligation.

(3) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

(4) The option, representing a right to purchase a total of 219,666 shares became exercisable in four equal annual installments beginning on November 19, 2010, which was the first anniversary of the date on which the option was granted. The option expired on November 19, 2016.

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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