HAIN CELESTIAL GROUP INC
Form 10-Q
June 22, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
ý Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2016

¨ Transition Report pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
for the transition period from to .
Commission File No. 0-22818

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	22-3240619
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1111 Marcus Avenue Lake Success, New York	11042
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (516) 587-5000

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ¨ No ý

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ¨ No ý

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	ý	Accelerated filer	¨		
Non-accelerated filer (Do not check if a smaller reporting company)	¨	Smaller reporting company	¨	Emerging growth company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes ¨ No ý

As of June 16, 2017, there were 103,697,237 shares outstanding of the registrant’s Common Stock, par value $.01 per share.

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EXPLANATORY NOTE

As used in this Quarterly Report on Form 10-Q, the terms the "Company", "Hain Celestial", "Hain", "we", "us" and "our" mea
The Hain Celestial Group, Inc. and its subsidiaries.

As previously reported, we were unable to timely file our Annual Report on Form 10-K for our fiscal year ended June 30, 2016 (the "Form 10-K") and our Quarterly Reports on Form 10-Q for the quarters ended September 30, 2016 (the "Form 10-Q"), December 31, 2016 (the "Q2 Form 10-Q") and March 31, 2017 (the "Q3 Form 10-Q"). During the fourth quarter of fiscal 2016, the Company identified the practice of granting additional concessions to certain distributors in the United States and commenced an internal accounting review in order to (i) determine whether the revenue associated with those concessions was accounted for in the correct period and (ii) evaluate the Company's internal control over financial reporting. The Audit Committee of the Company's Board of Directors separately conducted an independent review of these matters and retained independent counsel to assist in their review. We delayed the filing of this Form 10-Q and our Form 10-K, Q2 Form 10-Q and Q3 Form 10-Q with the Securities and Exchange Commission (the "SEC") in order to complete these reviews.

Completion of Reviews. On November 16, 2016, the Company announced the completion of the independent review conducted by the Audit Committee, which found no evidence of intentional wrongdoing in connection with the preparation of the Company's financial statements. The Company also disclosed that it would not be in a position to release financial results until the completion of its internal accounting review and the audit process. We are now filing this Form 10-Q as a result of the completion of the aforementioned reviews. Concurrent with the filing of this Form 10-Q, we are also filing our Form 10-K, our Q2 Form 10-Q and Q3 Form 10-Q (collectively, our "Periodic Reports"). The Periodic Reports incorporate the findings from the aforementioned reviews and addresses the remediation of the immaterial errors and identified material weaknesses in our internal control over financial reporting that existed at June 30, 2016, September 30, 2016, December 31, 2016 and March 31, 2017. These material weaknesses, as well as the Company's remediation of such material weaknesses, are discussed further under "Part I, Item 4. Controls and Procedures" of this Form 10-Q.

Notwithstanding the material weaknesses discussed under "Part I, Item 4. Controls and Procedures" of this Form 10-Q and based upon our internal accounting review and the independent review of our Audit Committee, our management has concluded that our consolidated financial statements included in this Form 10-Q are fairly stated in all material respects in accordance with United States Generally Accepted Accounting Principles ("U.S. GAAP").

Correction of Additional Immaterial Errors. Although the initial focus of the Company's internal accounting review discussed above pertained to the timing of the recognition of revenue associated with the concessions granted to certain distributors, the Company subsequently expanded its internal accounting review and performed an analysis of previously-issued financial statements to identify and assess any other potential errors. Based upon this review, the Company identified certain immaterial errors relating to its previously-issued financial statements, which resulted in revisions to our previously-issued financial statements and are discussed in further detail under Note 3, Correction of Immaterial Errors to Prior Period Financial Statements, in the Notes to Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q. Please also see our Periodic Reports, which are being filed concurrently with this Form 10-Q.

Except as specifically set forth herein, the information contained in this Form 10-Q is presented as of September 30, 2016 and the period then ended, and these financial results do not reflect events or results of operations that have occurred subsequent to September 30, 2016.

Unless otherwise indicated, references in this Form 10-Q to 2016 and 2015 or “fiscal” 2016 and 2015 refer to our fiscal year ended June 30 of that respective year, and references to 2017 or “fiscal” 2017 refer to our fiscal year ending June 30, 2017.

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Cautionary Note Regarding Forward Looking Information

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 relating to our business and financial outlook, which are based on our current beliefs, assumptions, expectations, estimates, forecasts and projections about future events only as of the date of this Quarterly Report on Form 10-Q and are not statements of historical fact. We make such forward-looking statements pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

Many of our forward-looking statements include discussions of trends and anticipated developments under the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of this Quarterly Report on Form 10-Q. In some cases, you can identify forward-looking statements by terminology such as the use of "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "projects," "intends," "predicts," "continue" and similar expressions, or the negative of those expressions. These forward-looking statements include, among other things, our beliefs or expectations relating to our business strategy, growth strategy, market price, brand portfolio and product performance, the seasonality of our business, our results of operations and financial condition, our SEC filings, enhancing internal controls and remediating material weaknesses. These forward-looking statements are not guarantees of our future performance and involve risks, uncertainties, estimates and assumptions that are difficult to predict. Therefore, our actual outcomes and results may differ materially from those expressed in these forward-looking statements. You should not place undue reliance on any of these forward-looking statements. Further, any forward-looking statement speaks only as of the date hereof, unless it is specifically otherwise stated to be made as of a different date. We undertake no obligation to further update any such statement, or the risk factors described in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 under the heading "Risk Factors," to reflect new information, the occurrence of future events or circumstances or otherwise.

The forward-looking statements in this filing do not constitute guarantees or promises of future performance. Factors that could cause or contribute to such differences may include, but are not limited to, the impact of competitive products, changes to the competitive environment, changes to consumer preferences, general economic and financial market conditions, our ability to introduce new products and improve existing products, changes in relationships with customers, suppliers, strategic partners and lenders, legal proceedings and government investigations (including any potential action by the Division of Enforcement of the SEC and securities class action and stockholder derivative litigation), our ability to manage our financial reporting and internal control systems and processes, the Company's non-compliance with certain Nasdaq Stock Market LLC listing rules, the expected sales of our products, our ability to identify and complete acquisitions or divestitures and integrate acquisitions, changes in raw materials, commodity costs and fuel, the availability of organic and natural ingredients, risks associated with our international sales and operations, risks relating to the protection of intellectual property, the reputation of our brands, changes to and the interpretation of governmental regulations, unanticipated expenditures, and other risks described in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 under the heading "Risk Factors" and Item 1A, "Risk Factors" set forth herein, as well as in other reports that we file in the future.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2016 AND JUNE 30, 2016
(In thousands, except par values)

	September 30, 2016	June 30, 2016
ASSETS	(Unaudited)	
Current assets:		
Cash and cash equivalents	$113,472	$127,926
Accounts receivable, less allowance for doubtful accounts of $596 and $936, respectively	256,082	278,933
Inventories	442,085	408,564
Prepaid expenses and other current assets	83,969	84,811
Total current assets	895,608	900,234
Property, plant and equipment, net	382,372	389,841
Goodwill	1,047,576	1,060,336
Trademarks and other intangible assets, net	589,154	604,787
Investments and joint ventures	19,177	20,244
Other assets	32,281	32,638
Total assets	$2,966,168	$3,008,080
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$231,795	$251,712
Accrued expenses and other current liabilities	95,954	78,803
Current portion of long-term debt	23,546	26,513
Total current liabilities	351,295	357,028
Long-term debt, less current portion	827,875	836,171
Deferred income taxes	126,427	131,507
Other noncurrent liabilities	18,136	18,860
Total liabilities	1,323,733	1,343,566
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock - $.01 par value, authorized 5,000 shares; issued and outstanding: none	—	—
Common stock - $.01 par value, authorized 150,000 shares; issued: 107,560 and 107,479 shares, respectively; outstanding: 103,497 and 103,461 shares, respectively	1,076	1,075
Additional paid-in capital	1,126,308	1,123,206
Retained earnings	809,996	801,392
Accumulated other comprehensive loss	(204,282)	(172,111)
	1,733,098	1,753,562
Less: Treasury stock, at cost, 4,063 and 4,018 shares, respectively	(90,663)	(89,048)
Total stockholders' equity	1,642,435	1,664,514
Total liabilities and stockholders' equity	$2,966,168	$3,008,080

See notes to consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015
(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2016	2015
Net sales	$681,464	$667,727
Cost of sales	571,597	529,846
Gross profit	109,867	137,881
Selling, general and administrative expenses	84,967	75,550
Amortization of acquired intangibles	4,728	4,639
Acquisition related expenses, restructuring and integration charges and other	461	3,420
Accounting review costs	5,960	—
Operating income	13,751	54,272
Interest and other financing expense, net	5,081	6,467
Other (income)/expense, net	(512)	5,401
Income before income taxes and equity in net income of equity-method investees	9,182	42,404
Provision for income taxes	762	13,330
Equity in net income of equity-method investees	(184)	(84)
Net income	$8,604	$29,158
Net income per common share:		
Basic	$0.08	$0.28
Diluted	$0.08	$0.28
Weighted average common shares outstanding:		
Basic	103,468	102,807
Diluted	104,206	104,258

See notes to consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015
(In thousands)

	Three Months Ended September 30, 2016			September 30, 2015		
	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount
Net income			$8,604			$29,158
Other comprehensive income (loss):						
Foreign currency translation adjustments	$(31,736)	$ —	(31,736)	$(39,932)	$ —	(39,932)
Change in deferred gains (losses) on cash flow hedging instruments	(430)	35	(395)	1,740	(399)	1,341
Change in unrealized gain on available for sale investment	(57)	17	(40)	(255)	99	(156)
Total other comprehensive income (loss)	$(32,223)	$ 52	$(32,171)	$(38,447)	$ (300)	$(38,747)
Total comprehensive income (loss)			$(23,567)			$(9,589)

See notes to consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016
(In thousands, except par values)

	Common Stock		Additional		Treasury Stock		Accumulated Other	
	Shares	Amount at $.01	Paid-in Capital	Retained Earnings	Shares	Amount	Comprehensive Income (Loss)	Total
Balance at June 30, 2016	107,479	$ 1,075	$ 1,123,206	$ 801,392	4,018	$ (89,048)	$ (172,111)	$ 1,664,514
Net income				8,604				8,604
Other comprehensive income (loss)							(32,171)	(32,171)
Issuance of common stock pursuant to stock based compensation plans	81	1	(1)					—
Stock-based compensation income tax effects			399					399
Shares withheld for payment of employee payroll taxes due on shares issued under stock based compensation plans					45	(1,615)		(1,615)
Stock-based compensation expense			2,704					2,704
Balance at September 30, 2016	107,560	$ 1,076	$ 1,126,308	$ 809,996	4,063	$ (90,663)	$ (204,282)	$ 1,642,435

See notes to consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015
(In thousands)

	Three Months Ended September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$8,604	$29,158
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	17,220	15,743
Deferred income taxes	(4,021)	(1,836)
Equity in net income of equity-method investees	(184)	(84)
Stock-based compensation	2,704	3,206
Other non-cash items including unrealized foreign currency (gains)/losses, net	(1,440)	4,625
Increase (decrease) in cash attributable to changes in operating assets and liabilities, net of amounts applicable to acquisitions:		
Accounts receivable	18,569	(3,378)
Inventories	(37,707)	(45,055)
Other current assets	6,212	18,724
Other assets and liabilities	(439)	1,801
Accounts payable and accrued expenses	2,896	(17,119)
Net cash provided by operating activities	12,414	5,785
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of businesses, net of cash acquired and working capital settlements	—	(24,948)
Purchases of property and equipment	(14,553)	(19,513)
Other	1,000	—
Net cash used in investing activities	(13,553)	(44,461)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings under bank revolving credit facility	22,000	25,593
Repayments under bank revolving credit facility	(26,500)	(5,452)
(Repayments) borrowings of other debt, net	(2,976)	4,092
Excess tax benefits from stock-based compensation	405	1,036
Acquisition related contingent consideration	(2,498)	—
Shares withheld for payment of employee payroll taxes	(1,615)	(2,806)
Net cash (used in) provided by financing activities	(11,184)	22,463
Effect of exchange rate changes on cash	(2,131)	(3,010)
Net decrease in cash and cash equivalents	(14,454)	(19,223)
Cash and cash equivalents at beginning of period	127,926	166,922
Cash and cash equivalents at end of period	$113,472	$147,699

See notes to consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(Amounts in thousands, except par values and per share data)

1. BUSINESS

The Hain Celestial Group, Inc., a Delaware corporation, and its subsidiaries (collectively, "Hain Celestial" or the "Company," and herein referred to as "we," "us," and "our") was founded in 1993 and is headquartered in Lake Success, New York. The Company's mission has continued to evolve since its founding, with health and wellness being the core tenet — to be the leading marketer, manufacturer and seller of organic and natural, "better-for-you" products by anticipating and exceeding consumer expectations in providing quality, innovation, value and convenience. The Company is committed to growing sustainably while continuing to implement environmentally sound business practices and manufacturing processes. Hain Celestial sells its products through specialty and natural food distributors, supermarkets, natural food stores, mass-market and e-commerce retailers, food service channels and club, drug and convenience stores in over 80 countries worldwide.

With a proven track record of strategic growth and profitability, the Company manufactures, markets, distributes and sells organic and natural products under brand names that are sold as "better-for-you" products, providing consumers with the opportunity to lead A Healthier Way of Life™. Hain Celestial is a leader in many organic and natural products categories, with many recognized brands in the various market categories it serves, including Almond Dream®, Arrowhead Mills®, Bearitos®, BluePrint®, Celestial Seasonings®, Coconut Dream®, Cully & Sully®, Danival®, DeBoles®, Earth's Best®, Ella's Kitchen®, Empire®, Europe's Best®, Farmhouse Fare®, Frank Cooper's®, FreeBird®, Gale's®, Garden of Eatin'®, GG UniqueFiber™, Hain Pure Foods®, Hartley's®, Health Valley®, Imagine®, Johnson's Juice Co.®, Joya®, Kosher Valley®, Lima®, Linda McCartney's® (under license), MaraNatha®, Natumi®, New Covent Garden Soup Co.®, Plainville Farms®, Rice Dream®, Robertson's®, Rudi's Gluten-Free Bakery®, Rudi's Organic Bakery®, Sensible Portions®, Spectrum Organics®, Soy Dream®, Sun-Pat®, SunSpire®, Terra®, The Greek Gods®, Tilda®, WestSoy® and Yves Veggie Cuisine®. The Company's personal care products are marketed under the Alba Botanica®, Avalon Organics®, Earth's Best®, JASON®, Live Clean® and Queen Helene® brands.

During fiscal year 2016, the Company commenced a strategic review, which it called "Project Terra," that resulted in the Company redefining its core platforms, starting with the United States segment, for future growth based upon consumer trends to create and inspire A Healthier Way of Life™. In addition, beginning in fiscal year 2017, the Company launched Cultivate Ventures ("Cultivate"), a venture unit with a threefold purpose: (i) to strategically invest in the Company's smaller brands in high potential categories such as BluePrint® cold-pressed juices, SunSpire® chocolates and DeBoles® pasta by giving those products a dedicated, creative focus for refresh and relaunch; (ii) to incubate small acquisitions until they reach the scale for the Company's core platforms; and (iii) to invest in concepts, products and technology that focus on health and wellness. See Note 16, Segment Information, for information on the Company's operating and reportable segments and the effect the formation of Cultivate had thereon.

2. BASIS OF PRESENTATION

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP. The amounts as of and for the periods ended June 30, 2016 are derived from the Company's audited annual financial statements. The consolidated financial statements reflect all normal recurring adjustments which, in management's opinion, are necessary for a fair presentation for interim periods. Operating results for the three months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2017. Please refer to the Notes to the Consolidated Financial Statements as of June 30, 2016 and for the fiscal year then ended included in the Company's Annual Report on Form 10-K (the "Form 10-K") for information not included in these condensed notes.

All amounts in the consolidated financial statements, notes and tables have been rounded to the nearest thousand, except par values and per share amounts, unless otherwise indicated.

Recently Issued Accounting Pronouncements Not Yet Effective

Refer to Note 3, Summary of Significant Accounting Policies and Practices, in the Notes to the Consolidated Financial Statements as of June 30, 2016 and for the fiscal year then ended included in the Form 10-K for a detailed discussion on recently issued accounting pronouncements not yet adopted by the Company. There has been no change to the statements made in the Form 10-K as of the date of filing of this Form 10-Q.

3. CORRECTION OF IMMATERIAL ERRORS TO PRIOR PERIOD FINANCIAL STATEMENTS

Accounting Review

During the fourth quarter of fiscal 2016, the Company identified the practice of granting additional concessions to certain distributors in the United States and commenced an internal accounting review in order to (i) determine whether the revenue associated with those concessions was accounted for in the correct period and (ii) evaluate the Company’s internal control over financial reporting. The Audit Committee of the Company’s Board of Directors separately conducted an independent review of these matters and retained independent counsel to assist in their review. On November 16, 2016, the Company announced that the independent review of the Audit Committee was completed and that the review found no evidence of intentional wrongdoing in connection with the preparation of the Company’s financial statements. The aforementioned reviews identified material weaknesses in our internal control over financial reporting. Refer to “Part I, Item 4. Controls and Procedures” of the Form 10-Q for a description of these material weaknesses and management’s plan and implementation of remediation efforts to address these material weaknesses.

Although the initial focus of the Company’s internal accounting review discussed above pertained to the evaluation of the timing of the recognition of the revenue associated with the practice of granting additional concessions to certain distributors, the Company subsequently expanded its internal accounting review and performed an analysis of previously-issued financial statements in order to identify and assess other potential errors. Based upon this review, the Company identified certain immaterial errors relating to its previously-issued financial statements which resulted in revisions to our previously-issued financial statements. Accordingly, prior period amounts presented in the consolidated financial statements and the related notes have been revised (referred to as the “Revision”). All costs incurred in connection with the internal accounting review, the Audit Committee’s independent review and related matters are included in “Accounting review costs,” in the Company’s Consolidated Statements of Income.

Based on an analysis of Accounting Standards Codification (“ASC”) 250 - “Accounting Changes and Error Corrections” (“ASC 250”), Staff Accounting Bulletin 99 - “Materiality” (“SAB 99”) and Staff Accounting Bulletin 108 - Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements (“SAB 108”), the Company determined that these errors were immaterial to the previously-issued financial statements; however, a cumulative correction of these errors would have had a material impact on the financial results for the three and twelve months ended June 30, 2016. Accordingly, we have revised our presentation of certain amounts in the consolidated financial statements for the three months ended September 30, 2015 to reflect such corrections as if they had been recorded in the appropriate fiscal period.

We refer the reader to the Company’s Form 10-K for the fiscal year ended June 30, 2016 for a detailed explanation of the immaterial errors.

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Revised Financial Statements

The impact of the Revision on the Company’s previously-issued financial statements is illustrated in the tables below. Amounts throughout the consolidated financial statements and notes thereto have been adjusted to incorporate the revised amounts, where applicable.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Three Months Ended September 30, 2015		
	As Reported	Adjustment	As Revised
Net sales	$687,188	$(19,461)	$667,727
Cost of sales	535,141	(5,295)	529,846
Gross profit	152,047	(14,166)	137,881
Selling, general and administrative expenses	86,254	(10,704)	75,550
Amortization of acquired intangibles	4,672	(33)	4,639
Acquisition related expenses, restructuring and integration charges and other	3,653	(233)	3,420
Operating income	57,468	(3,196)	54,272
Interest and other financing expense, net	6,467	—	6,467
Other (income)/expense, net	5,401	—	5,401
Income before income taxes and equity in earnings of equity-method investees	45,600	(3,196)	42,404
Provision for income taxes	14,382	(1,052)	13,330
Equity in net income of equity-method investees	(84)	—	(84)
Net income	$31,302	$(2,144)	$29,158
Net income per common share:			
Basic	$0.30	$(0.02)	$0.28
Diluted	$0.30	$(0.02)	$0.28
Weighted average common shares outstanding:			
Basic	102,807	102,807	102,807
Diluted	104,258	104,258	104,258

* Net income per common share may not add in certain periods due to rounding

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended September 30, 2015		
	As Reported	Adjustment	As Revised
Net income	$31,302	$ (2,144)	$29,158
Other comprehensive income (loss):			
Foreign currency translation adjustments	$(40,293)	$ 361	$(39,932)
Change in deferred gains on cash flow hedging instruments	1,341	—	1,341
Change in unrealized loss on available for sale investment	(156)	—	(156)
Total other comprehensive loss	$(39,108)	$ 361	$(38,747)
Total comprehensive (loss)	$(7,806)	$ (1,783)	$(9,589)

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Months Ended September 30, 2015		
	As Reported	Adjustment	As Revised
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$31,302	$ (2,144)	$29,158
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	15,556	187	15,743
Deferred income taxes	(1,681)	(155)	(1,836)
Equity in net income of equity-method investees	(84)	—	(84)
Stock-based compensation	3,206	—	3,206
Other non-cash items, including unrealized currency (gains)/loss, net	4,625	—	4,625
Increase (decrease) in cash attributable to changes in operating assets and liabilities, net of amounts applicable to acquisitions:			
Accounts receivable	(7,167)	3,789	(3,378)
Inventories	(43,656)	(1,399)	(45,055)
Other current assets	6,416	12,308	18,724
Other assets and liabilities	1,801	—	1,801
Accounts payable and accrued expenses	(4,533)	(12,586)	(17,119)
Net cash provided by operating activities	$5,785	$ —	$5,785

There were no adjustments to cash balances and to cash flows from investing and financing activities for the three months ended September 30, 2015 as a result of the Revision.

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SEGMENT NET SALES AND OPERATING INCOME (UNAUDITED)

	Three months ended September 30, 2015		
	As Reported (1)	Adjustment	As Revised
Net Sales:			
United States	$314,586	$(11,955)	$302,631
United Kingdom	165,354	(4,499)	$160,855
Hain Pure Protein	123,988	(933)	$123,055
Rest of World	83,260	(2,074)	$81,186
	$687,188	$(19,461)	$667,727
Operating Income:			
United States	$43,888	$(2,381)	$41,507
United Kingdom	10,204	(362)	9,842
Hain Pure Protein	10,271	218	10,489
Rest of World	2,673	(250)	2,423
	$67,036	$(2,775)	$64,261
Corporate and Other	(9,568)	(421)	(9,989)
	$57,468	$(3,196)	$54,272

(1) The information previously reported for the three months ended September 30, 2015 has been adjusted to reflect the Company's
new operating and reporting structure effective in the first quarter of fiscal 2017. See Note 1, Business, and Note 16, Segment
Information, for additional details surrounding the formation of Cultivate.

4. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended September 30,	
	2016	2015 (As Revised)
Numerator:		
Net income	$8,604	$29,158
Denominator (in thousands):		
Basic earnings per share - weighted average shares outstanding during the period	103,468	102,807
Effect of dilutive stock options, unvested restricted stock and unvested restricted share units	738	1,451
Diluted earnings per share - adjusted weighted average shares and assumed conversions	104,206	104,258
Net income per common share:		
Basic	$0.08	$0.28
Diluted	$0.08	$0.28

Basic earnings per share excludes the dilutive effects of stock options, unvested restricted stock and unvested restricted share units. Diluted earnings per share includes the dilutive effects of common stock equivalents such as stock options and unvested restricted stock awards.

There were 277 and 102 stock based awards excluded from our diluted earnings per share calculations for the three months ended September 30, 2016 and September 30, 2015, respectively, as such awards were contingently issuable based on market or performance conditions, and such conditions had not been achieved during the respective periods. Additionally, 4 restricted stock awards were excluded from our diluted earnings per share calculation for the three months ended September 30, 2016 as such awards were antidilutive. There were no antidilutive awards excluded from our diluted earnings per share calculation for the three months ended September 30, 2015.

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5. ACQUISITIONS

The Company accounts for acquisitions in accordance with ASC 805, Business Combinations. The results of operations of the acquisitions have been included in the consolidated results from their respective dates of acquisition. The purchase price of each acquisition is allocated to the tangible assets, liabilities and identifiable intangible assets acquired based on their estimated fair values. Acquisitions may include contingent consideration, the fair value of which is estimated on the acquisition date as the present value of the expected contingent payments, determined using weighted probabilities of possible payments. The fair values assigned to identifiable intangible assets acquired were determined primarily by using an income approach which was based on assumptions and estimates made by management. Significant assumptions utilized in the income approach were based on company specific information and projections which are not observable in the market and are thus considered Level 3 measurements as defined by authoritative guidance. The excess of the purchase price over the fair value of the identified assets and liabilities has been recorded as goodwill.

The costs related to all acquisitions have been expensed as incurred and are included in “Acquisition related expenses, restructuring and integration charges and other” in the Consolidated Statements of Income. Acquisition related expenses of $253 and $1,013 were expensed in the three months ended September 30, 2016 and September 30, 2015, respectively. The expenses incurred during the first quarter of fiscal 2017 primarily related to professional fees associated with our acquisition of Orchard House (as defined below) in the second quarter of fiscal 2016. The expenses incurred during the first quarter of fiscal 2016 primarily related to the acquisition of Mona (as defined below).

Fiscal 2016

On December 21, 2015, the Company acquired Orchard House Foods Limited (“Orchard House”), a leader in pre-cut fresh fruit, juices, fruit desserts and ingredients with facilities in Corby and Gateshead in the United Kingdom. Orchard House supplies leading retailers, on-the-go food outlets, food service providers and manufacturers in the United Kingdom. Consideration in the transaction consisted of cash, net of cash acquired, totaling £76,923 ($114,113 at the transaction date exchange rate). The acquisition was funded with borrowings under the Credit Agreement (as defined in Note 9, Debt and Borrowings). Additionally, contingent consideration of £3,000 was potentially payable to the sellers based on the outcome of a review by the Competition and Markets Authority in the United Kingdom. As a result of this review, the Company agreed to divest certain portions of its own-label juice business in the fourth quarter of fiscal 2016. On September 15, 2016, the contingent consideration obligation referenced above was settled in the amount of £1,500 (see Note 14, Financial Instruments Measured at Fair Value). Orchard House is included in the United Kingdom operating segment.

On July 24, 2015, the Company acquired Formatio Beratungs- und Beteiligungs GmbH and its subsidiaries (“Mona”), a leader in plant-based foods and beverages with facilities in Germany and Austria. Mona offers a wide range of organic and natural products under the Joya® and Happy® brands, including soy, oat, rice and nut based drinks as well as plant-based yogurts, desserts, creamers, tofu and private label products, sold to leading retailers in Europe, primarily in Austria and Germany and eastern European countries. Consideration in the transaction consisted of cash, net of cash acquired, totaling €22,753 ($24,948 at the transaction date exchange rate) and 240 shares of the Company’s common stock valued at $16,308. Also included in the acquisition was the assumption of net debt totaling €16,252. The cash portion of the purchase price was funded with borrowings under our Credit Agreement. Mona is included in the Europe operating segment.

The following table provides unaudited pro forma results of continuing operations for the three months ended September 30, 2015, as if the acquisitions of Orchard House and Mona had been completed at the beginning of fiscal 2016. The information has been provided for illustrative purposes only and does not purport to be indicative of the actual results that would have been achieved by the Company for the period presented or that will be achieved by the combined company in the future. The pro forma information has been adjusted to give effect to items that are directly attributable to the transactions and are expected to have a continuing impact on the combined results.

	Three Months ended September 30, 2015
Net sales	$ 718,470
Net income	$ 32,900
Net income per diluted common share	$ 0.32

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6. INVENTORIES

Inventories consisted of the following:

	September 30, 2016	June 30, 2016
Finished goods	$ 274,908	$238,184
Raw materials, work-in-progress and packaging	167,177	170,380
	$ 442,085	$408,564

7. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consisted of the following:

	September 30, 2016	June 30, 2016
Land	$ 33,608	$35,825
Buildings and improvements	100,760	102,086
Machinery and equipment	352,031	358,362
Computer hardware and software	49,041	48,829
Furniture and fixtures	14,234	14,165
Leasehold improvements	28,344	28,471
Construction in progress	21,886	14,495
	599,904	602,233
Less: Accumulated depreciation and amortization	217,532	212,392
	$ 382,372	$389,841

Depreciation and amortization expense for the three months ended September 30, 2016 and September 30, 2015 was $10,228 and $9,103, respectively.

8. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The following table shows the changes in the carrying amount of goodwill by business segment:

	United States	United Kingdom	Hain Pure Protein	Rest of World	Total
Balance as of June 30, 2016 (a)	$605,702	$332,561	$41,089	$80,984	$1,060,336
Reallocation of goodwill between reporting units	(16,377)	—	—	16,377	—
Translation and other adjustments, net	(1,048)	(11,512)	—	(200)	(12,760)
Balance as of September 30, 2016 (a)	$588,277	$321,049	$41,089	$97,161	$1,047,576

(a) The total carrying value of goodwill is reflected net of $126,577 of accumulated impairment charges, of which $97,358 related to the Company's United Kingdom operating segment and $29,219 related to the Company's Europe operating segment.

The Company performs its annual test for goodwill and indefinite lived intangible asset impairment as of the first day of the fourth quarter of its fiscal year. In addition, if and when events or circumstances change that would more likely than not reduce the fair value of any of its reporting units or indefinite-life intangible assets below their carrying value, an interim test is performed.

During fiscal 2016, the Company recorded a goodwill impairment charge of $82,614 related to its Hain Daniels reporting unit in the United Kingdom. Additionally, a goodwill impairment charge of $1,934 was recognized during the fiscal year ended June 30, 2016 related to the divestiture of certain portions of the Company's own-label juice business in connection with the Orchard House acquisition, which was sold in the first quarter of fiscal 2017. See Note 5, Acquisitions, for details.

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During the first quarter of fiscal 2017, changes in the Company’s internal management and reporting structure resulted in a change in operating segments. Certain brands previously included within the United States operating segment were moved to a new operating segment called Cultivate, which is now combined with Canada and Europe and reported within the “Rest of World” reportable segment. As such, goodwill was reallocated using a relative fair value allocation approach from the United States reportable segment to the Rest of World reportable segment. See Note 1, Business, and Note 16, Segment Information, for additional details surrounding Cultivate and the change in segments.

This change in operating segments was deemed a triggering event, resulting in the Company performing an interim goodwill impairment analysis on the reporting units impacted by this segment change as of immediately before and immediately after the change. There were no impairment indicators resulting from this analysis, and there were no impairment charges recorded during the three months ended September 30, 2016.

Other Intangible Assets

The following table sets forth balance sheet information for intangible assets, excluding goodwill, subject to amortization and intangible assets not subject to amortization:

	September 30, 2016	June 30, 2016
Non-amortized intangible assets:		
Trademarks and tradenames (a)	$ 434,360	$441,140
Amortized intangible assets:		
Other intangibles	239,704	245,040
Less: accumulated amortization	(84,910)	(81,393)
Net carrying amount	$ 589,154	$604,787

(a) The gross carrying value of trademarks and tradenames is reflected net of $46,123 of accumulated impairment charges.

Indefinite-lived intangible assets, which are not amortized, consist primarily of acquired trade names and trademarks. Indefinite-lived intangible assets are evaluated on an annual basis, in conjunction with the Company’s evaluation of goodwill. In assessing fair value, the Company utilizes a “relief from royalty” methodology. This approach involves two steps: (i) estimating the royalty rates for each trademark and (ii) applying these royalty rates to a projected net sales stream and discounting the resulting cash flows to determine fair value. If the carrying value of the indefinite-lived intangible assets exceeds the fair value of the asset, the carrying value is written down to fair value in the period identified. The result of this assessment indicated that the fair value of certain of the Company’s tradenames was below their carrying value, and therefore an impairment charge of $39,724 ($20,932 in the United Kingdom segment and $18,792 in the United States segment) was recognized during the fiscal year ended June 30, 2016. There were no other impairment charges recorded during fiscal 2016, and no impairment charges were recorded during the three months ended September 30, 2016.

Amortizable intangible assets, which are deemed to have a finite life, primarily consist of customer relationships and are being amortized over their estimated useful lives of 3 to 25 years. Amortization expense included in continuing operations was as follows:

	Three Months ended September 30,	
	2016	2015

		(As Revised)
Amortization of intangible assets	$4,728	$ 4,639

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9. DEBT AND BORROWINGS

Debt and borrowings consisted of the following:

	September 30, 2016	June 30, 2016
Credit Agreement borrowings payable to banks	$ 820,159	$827,860
Tilda short-term borrowing arrangements	16,144	19,121
Other borrowings	15,118	15,703
	851,421	862,684
Short-term borrowings and current portion of long-term debt	23,546	26,513
	$ 827,875	$836,171

Credit Agreement

On December 12, 2014, the Company entered into the Second Amended and Restated Credit Agreement (the “Credit Agreement”) which provides for a $1,000,000 unsecured revolving credit facility which may be increased by an additional uncommitted $350,000, provided certain conditions are met. The Credit Agreement expires in December 2019. Borrowings under the Credit Agreement may be used to provide working capital, finance capital expenditures and permitted acquisitions, refinance certain existing indebtedness and for other lawful corporate purposes. The Credit Agreement provides for multicurrency borrowings in Euros, Pounds Sterling and Canadian Dollars as well as other currencies which may be designated. In addition, certain wholly-owned foreign subsidiaries of the Company may be designated as co-borrowers. The Credit Agreement contains restrictive covenants usual and customary for facilities of its type, which include, with specified exceptions, limitations on the Company’s ability to engage in certain business activities, incur debt, have liens, make capital expenditures, pay dividends or make other distributions, enter into affiliate transactions, consolidate, merge or acquire or dispose of assets, and make certain investments, acquisitions and loans. The Credit Agreement also requires the Company to satisfy certain financial covenants, such as maintaining a consolidated interest coverage ratio (as defined in the Credit Agreement) of no less than 4.0 to 1.0 and a consolidated leverage ratio (as defined in the Credit Agreement) of no more than 3.5 to 1.0. The consolidated leverage ratio is subject to a step-up to 4.0 to 1.0 for the four full fiscal quarters following an acquisition. Obligations under the Credit Agreement are guaranteed by certain existing and future domestic subsidiaries of the Company. As of September 30, 2016, there were $820,159 of borrowings and $3,868 letters of credit outstanding under the Credit Agreement and $175,973 available. The Company was deemed to be in compliance with all associated covenants due to certain limited waivers and extensions received by the Company in connection with its obligation to deliver financial information.

The Credit Agreement provides that loans will bear interest at rates based on (a) the Eurocurrency Rate, as defined in the Credit Agreement, plus a rate ranging from 0.875% to 1.70% per annum; or (b) the Base Rate, as defined in the Credit Agreement, plus a rate ranging from 0.00% to 0.70% per annum, the relevant rate being the Applicable Rate. The Applicable Rate will be determined in accordance with a leverage-based pricing grid, as set forth in the Credit Agreement. Swing line loans and Global Swing Line loans denominated in U.S. dollars will bear interest at the Base Rate plus the Applicable Rate and Global Swing Line loans denominated in foreign currencies shall bear interest based on the overnight Eurocurrency Rate for loans denominated in such currency plus the Applicable Rate. The weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2016 was 1.85%. Additionally, the Credit Agreement contains a Commitment Fee, as defined in the Credit Agreement, on the amount unused under the Credit Agreement ranging from 0.20% to 0.30% per annum. Such Commitment Fee is determined in accordance with a leverage-based pricing grid, as set forth in the Credit Agreement.

Tilda Short-Term Borrowing Arrangements

Tilda maintains short-term borrowing arrangements primarily used to fund the purchase of rice from India and other countries. The maximum borrowings permitted under all such arrangements are £52,000. Outstanding borrowings are collateralized by the current assets of Tilda, typically have six-month terms and bear interest at variable rates typically based on LIBOR plus a margin (weighted average interest rate of approximately 2.8% at September 30, 2016).

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Other Borrowings

Other borrowings primarily relate to a cash pool facility in Europe. The cash pool facility provides our Europe operating segment with sufficient liquidity to support the Company's growth objectives within this segment. The maximum borrowings permitted under the cash pool arrangement are €12,500. Outstanding borrowings bear interest at variable rates typically based on EURIBOR plus a margin of 1.1% (weighted average interest rate of approximately 1.1% at September 30, 2016).

10. INCOME TAXES

The Company uses an estimated annual effective tax rate, which is based on expected annual income and statutory tax rates in the various jurisdictions in which the Company operates, to determine its quarterly provision for income taxes. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rates from quarter to quarter. The Company's effective tax rate may change from period to period based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

The effective income tax rate from continuing operations was 8.3% and 31.4% for the three months ended September 30, 2016 and 2015, respectively. The effective tax rate for the three months ended September 30, 2016 was favorably impacted by the geographical mix of earnings and a reduction in the statutory tax rate in the United Kingdom enacted in the first quarter of fiscal 2017. Such reduction resulted in a decrease to the carrying value of net deferred tax liabilities of $2,086 which favorably impacted the effective tax rate.

11. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables present the changes in accumulated other comprehensive income (loss):

	Three Months Ended September 30,	
	2016	2015 (As Revised)
Foreign currency translation adjustments:		
Other comprehensive (loss) before reclassifications [1]	$(31,736)	$(39,932)
Deferred gains/(losses) on cash flow hedging instruments:		
Other comprehensive income before reclassifications	101	2,153
Amounts reclassified into income [2]	(496)	(812)
Unrealized gain/(loss) on available for sale investment:		
Other comprehensive (loss) before reclassifications	(50)	(156)
Amounts reclassified into income [3]	10	—
Net change in accumulated other comprehensive income (loss)	$(32,171)	$(38,747)

(1) Foreign currency translation adjustments included intra-entity foreign currency transactions that were of a long-term investment nature of $7,152 and $25,735 for the three months ended September 30, 2016 and 2015, respectively.

(2) Amounts reclassified into income for deferred gains/(losses) on cash flow hedging instruments are recorded in "Cost of sales" in the Consolidated Statements of Income and, before taxes, were $620 and $1,084 for the three months ended September 30, 2016 and 2015, respectively.

(3)

Amounts reclassified into income for losses on sale of available for sale investments were based on the average cost of the shares held (See Note 13, Investments and Joint Ventures). Such amounts are recorded in “Other (income)/expense, net” in the Consolidated Statements of Income and were $16 before taxes for the three months ended September 30, 2016.

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12. STOCK BASED COMPENSATION AND INCENTIVE PERFORMANCE PLANS

The Company has two shareholder-approved plans, the Amended and Restated 2002 Long-Term Incentive and Stock Award Plan and the 2000 Directors Stock Plan, under which the Company's officers, senior management, other key employees, consultants and directors may be granted options to purchase the Company's common stock or other forms of equity-based awards.

Compensation cost and related income tax benefits recognized in the Consolidated Statements of Income for stock based compensation plans were as follows:

	Three Months Ended September 30,	
	2016	2015
Compensation cost (included in selling, general and administrative expense)	$ 2,704	$ 3,206
Related income tax benefit	$ 1,014	$ 1,211

Stock Options

A summary of the stock option activity for the three months ended September 30, 2016 is as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Life (years)	Aggregate Intrinsic Value
Options outstanding and exercisable at June 30, 2016	342	$ 6.66		
Exercised	—	$ —		
Options outstanding and exercisable at September 30, 2016	342	$ 6.66	5.4	$ 9,726

At September 30, 2016, there was no unrecognized compensation expense related to stock option awards.

Restricted Stock

A summary of the restricted stock and restricted share units activity for the three months ended September 30, 2016 is as follows:

	Number of Shares and Units	Weighted Average Grant Date Fair Value (per share)
Non-vested restricted stock, restricted share units, and performance units at June 30, 2016	1,121	$ 28.24
Vested	(81)	$ 23.34
Forfeited	(10)	$ 34.19
Non-vested restricted stock, restricted share units, and performance units at September 30, 2016	1,030	$ 28.57

	Three Months Ended September 30,	
	2016	2015
Fair value of shares vested	$2,926	$5,734
Tax benefit recognized from restricted shares vesting	$1,139	$2,236

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On July 3, 2012, the Company entered into a Restricted Stock Agreement (the “Agreement”) with Irwin D. Simon, the Company’s Chairman, President and Chief Executive Officer. The Agreement provides for a grant of 800 shares of restricted stock (the “Shares”), the vesting of which is both market and time-based. The market condition is satisfied in increments of 200 Shares upon the Company’s common stock achieving four share price targets. On the last day of any forty-five consecutive trading day period during which the average closing price of the Company’s common stock on the Nasdaq Global Select Market equals or exceeds the following prices: $31.25, $36.25, $41.25 and $50.00, respectively, the market condition for each increment of 200 Shares will be satisfied. The market conditions must be satisfied prior to June 30, 2017. Once each market condition has been satisfied, a tranche of 200 Shares will vest in equal amounts annually over a five-year period. Except in the case of a change of control, termination without cause, death or disability (each as defined in Mr. Simon’s Employment Agreement), the unvested Shares are subject to forfeiture unless Mr. Simon remains employed through the applicable market and time vesting periods. The grant date fair value for each tranche was separately estimated based on a Monte Carlo simulation that calculated the likelihood of goal attainment and the time frame most likely for goal attainment. The total grant date fair value of the Shares was estimated to be $16,151, which was expected to be recognized over a weighted-average period of approximately 4.0 years. On September 28, 2012, August 27, 2013, December 13, 2013 and October 22, 2014, the four respective market conditions were satisfied. As such, the four tranches of 200 Shares each are expected to vest in equal amounts over the five-year period commencing on the first anniversary of the date the market condition for the respective tranche was satisfied.

At September 30, 2016, $13,657 of unrecognized stock-based compensation expense, net of estimated forfeitures, related to non-vested restricted stock awards, inclusive of the Shares, was expected to be recognized over a weighted-average period of approximately 1.5 years.

Long-Term Incentive Plan

The Company maintains a long-term incentive program (the “LTI Plan”). The LTI Plan currently consists of a two-year performance-based long-term incentive plan (the “2015-2016 LTIP”) and a three-year performance-based long-term incentive plan (the “2016-2018 LTIP”) that provide for a combination of equity grants and performance awards that can be earned over the respective performance period. Participants in the LTI Plan include the Company’s executive officers, including the Chief Executive Officer, and certain other key executives.

The Compensation Committee administers the LTI Plan and is responsible for, among other items, establishing the target values of awards to participants and selecting the specific performance factors for such awards. The Compensation Committee determines the specific payout to the participants. Such awards may be paid in cash and/or unrestricted shares of the Company’s common stock at the discretion of the Compensation Committee, provided that any such stock-based awards shall be issued pursuant to and be subject to the terms and conditions of the Amended and Restated 2002 Long-Term Incentive and Stock Award Plan, as in effect and as amended from time to time.

Upon the adoption of the 2015-2016 LTIP, the Compensation Committee granted an initial award to each participant in the form of equity-based instruments (restricted stock or restricted share units), for a portion of the individual target awards (the “Initial Equity Grants”). These Initial Equity Grants are subject to time vesting requirements, and a portion are also subject to the achievement of minimum performance goals. The 2015-2016 LTIP awards contain an additional year of time-based vesting. The Initial Equity Grants are expensed over the respective vesting periods on a straight-line basis. The payment of the actual awards earned at the end of the applicable performance period, if any, will be reduced by the value of the Initial Equity Grants.

Upon adoption of the 2016-2018 LTIP, the Compensation Committee granted performance units to each participant, the achievement of which is dependent upon a defined calculation of relative total shareholder return over the period from July 1, 2015 to June 30, 2018 (the “TSR Grant”). The grant date fair value for these awards was separately estimated based on a Monte Carlo simulation that calculated the likelihood of goal attainment. Each performance unit translates into one unit of common stock. The TSR grant represents half of each participant’s target award. The other half of the 2016-2018 LTIP is based on the Company’s achievement of specified net sales growth targets over this three-year period and, if achieved, may be paid in cash and/or unrestricted shares of the Company’s common stock at the discretion of the Compensation Committee.

The Company has recorded expense (in addition to the stock based compensation expense associated with the Initial Equity Grants and the TSR Grant) of $1,127 for the three months ended September 30, 2016 due to the Company’s current estimates of achievement under the plans. The Company recorded a reversal of expense of $221 for the three months ended September 30, 2015, related to the LTI Plan.

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13. INVESTMENTS AND JOINT VENTURES

Equity method investments

In October 2009, the Company formed a joint venture, Hutchison Hain Organic Holdings Limited ("HHO"), with Hutchison China Meditech Ltd. ("Chi-Med"), a majority-owned subsidiary of CK Hutchison Holdings Limited, to market and distribute certain of the Company's brands in Hong Kong, China and other surrounding markets. Voting control of the joint venture is shared equally between the Company and Chi-Med, although, in the event of a deadlock, Chi-Med has the ability to cast the deciding vote, and therefore, the investment is being accounted for under the equity method of accounting. At September 30, 2016 and June 30, 2016, the carrying value of the Company's 50.0% investment in and advances to HHO were $822 and $1,729, respectively, and are included in the Consolidated Balance Sheet as a component of "Investments and joint ventures."

On October 27, 2015, the Company acquired a 14.9% interest in Chop't Creative Salad Company LLC ("Chop't"). Chop't develops and operates fast-casual, fresh salad restaurants in the Northeast and Mid-Atlantic United States. Chop't markets and sells certain of the Company's branded products and provides consumer insight and feedback. The investment is being accounted for as an equity method investment due to the Company's representation on the Board of Directors. At September 30, 2016 and June 30, 2016, the carrying value of the Company's investment in Chop't was $17,445 and $17,448, respectively, and is included in the Consolidated Balance Sheet as a component of "Investments and joint ventures." The Company's current ownership percentage may be diluted in the future to 12.1%, pending the distribution of additional ownership interests.

Available-For-Sale Securities

The Company has a less than 1% equity ownership interest in Yeo Hiap Seng Limited ("YHS"), a Singapore-based natural food and beverage company listed on the Singapore Exchange, which is accounted for as an available-for-sale security. The Company sold 81 of its YHS shares during the three months ended September 30, 2016 which resulted in a pre-tax loss of $16 on the sales, and is recognized as a component of "Other (income)/expense, net." No shares were sold during the three months ended September 30, 2015. The remaining shares held at September 30, 2016 totaled 955. The fair value of these shares held was $910 (cost basis of $1,190) at September 30, 2016 and $1,067 (cost basis of $1,291) at June 30, 2016 and is included in "Investments and joint ventures," with the related unrealized gain or loss, net of tax, included in "Accumulated other comprehensive loss" in the Consolidated Balance Sheet. The company concluded that the decline in its YHS investment below its cost basis is temporary and, accordingly, has not recognized a loss in the Consolidated Statements of Operations. In making this determination, the company considered its intent and ability to hold the investment until the cost is recovered, the financial condition and near-term prospects of YHS, the magnitude of the loss compared to the investment's cost, and publicly available information about the industry and geographic region in which YHS operates.

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14. FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE

The Company’s financial assets and liabilities measured at fair value are required to be grouped in one of three levels. The levels prioritize the inputs used to measure the fair value of the assets or liabilities. These levels are:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following table presents by level within the fair value hierarchy assets and liabilities measured at fair value on a recurring basis as of September 30, 2016:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Cash equivalents	$14,900	$14,900	$ —	$ —
Forward foreign currency contracts	326	—	326	—
Available for sale securities	910	910	—	—
	$16,136	$15,810	$ 326	$ —
Liabilities:				
Contingent consideration, current	1,590	—	—	1,590
Total	$1,590	$—	$ —	$ 1,590

The following table presents by level within the fair value hierarchy assets and liabilities measured at fair value on a recurring basis as of June 30, 2016:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Cash equivalents	$20,706	$20,706	$ —	$ —
Forward foreign currency contracts	531	—	531	—
Available for sale securities	1,067	1,067	—	—
	$22,304	$21,773	$ 531	$ —
Liabilities:				
Contingent consideration, current	$3,553	$—	$ —	$ 3,553
Total	$3,553	$—	$ —	$ 3,553

Available for sale securities consist of the Company’s investment in YHS (see Note 13, Investments and Joint Ventures). Fair value is measured using the market approach based on quoted prices. The Company utilizes the income approach to measure fair value for its foreign currency forward contracts. The income approach uses pricing models that rely on market observable inputs such as yield curves, currency exchange rates and forward prices.

The Company estimates the original fair value of the contingent consideration as the present value of the expected contingent payments, determined using the weighted probabilities of the possible payments. The Company reassesses the fair value of contingent payments on a periodic basis. Although the Company believes that its estimates and assumptions are reasonable, different assumptions, including those regarding the operating results of the respective businesses, or changes in the future may result in different estimated amounts. At September 30, 2016, contingent consideration of $1,590 was included in "Accrued expenses and other current liabilities" in the Company's Consolidated Balance Sheet in connection with the acquisition of Belvedere International, Inc. in February 2015.

The following table summarizes the Level 3 activity for the three months ended September 30, 2016.

Balance as of June 30, 2016	$3,553
Contingent consideration adjustment	526
Payment of contingent consideration (a)	(2,498)
Translation adjustment	9
Balance as of September 30, 2016	$1,590

(a) Contingent consideration payment relates to the acquisition of Orchard House completed in December 2015. See Note 5, Acquisitions.

There were no transfers of financial instruments between the three levels of fair value hierarchy during the three months ended September 30, 2016 or 2015.

The carrying amount of cash and cash equivalents, accounts receivable, net, accounts payable and certain accrued expenses and other current liabilities approximate fair value due to the short-term maturities of these financial instruments. The Company's debt approximates fair value due to the debt bearing fluctuating market interest rates (See Note 9, Debt and Borrowings).

Derivative Instruments

The Company primarily has exposure to changes in foreign currency exchange rates relating to certain anticipated cash flows from its international operations. To reduce that risk, the Company may enter into certain derivative financial instruments, when available on a cost-effective basis, to manage such risk. Derivative financial instruments are not used for speculative purposes.

The Company utilizes foreign currency contracts to hedge forecasted transactions, including intercompany transactions, on certain foreign currencies and designates these derivative instruments as foreign currency cash flow hedges when appropriate. The Company also occasionally enters into fair value hedges to mitigate its foreign currency risk related to certain firm commitments. The notional and fair value amounts of the Company's foreign exchange derivative contracts outstanding at September 30, 2016 were $4,690 and $326 of net assets, respectively. There were $6,000 of notional amount and $531 of net assets of foreign exchange derivative contracts outstanding at June 30, 2016. The fair value of these derivatives is included in prepaid expenses and other current assets and accrued expenses and other current liabilities in the Consolidated Balance Sheet. For these derivatives, which qualify as hedges of probable forecasted cash flows, the effective portion of changes in fair value is temporarily reported in accumulated other comprehensive income and recognized in earnings when the hedged item affects earnings. These foreign exchange contracts have maturities over the next three months.

The Company assesses effectiveness at the inception of the hedge and on a quarterly basis. These assessments determine whether derivatives designated as qualifying hedges continue to be highly effective in offsetting changes in the cash flows of hedged items. Any ineffective portion of change in fair value is not deferred in accumulated other comprehensive income and is included in current period results. For the three months ended September 30, 2016 and 2015, the impact of hedge ineffectiveness on earnings was not significant. The Company will discontinue cash flow hedge accounting when the forecasted transaction is no longer probable of occurring on the originally forecasted date or when the hedge is no longer effective. There were no discontinued foreign exchange hedges for the three months ended September 30, 2016 and 2015.

15. COMMITMENTS AND CONTINGENCIES

Securities Class Actions Filed in Federal Court

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On August 17, 2016, three securities class action complaints were filed in the Eastern District of New York against the Company alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The three complaints are: (1) Flora v. The Hain Celestial Group, Inc., et al., (the “Flora Complaint”); (2) Lynn v. the Hain Celestial Group, Inc., et al. (the “Lynn Complaint”); and (3) Spadola v. The Hain Celestial Group, Inc., et al. (the “Spadola Complaint” and, together with the Flora and Lynn Complaints, the “Securities Complaints”). The Securities Complaints allege that the Company and certain of its officers made materially false and misleading statements in press releases and SEC filings regarding the Company’s business, prospects and financial results. The Securities Complaints were brought on behalf of all persons who purchased or otherwise acquired Hain securities between November 5, 2015 and August 15, 2016. On October 17, 2016, six potential plaintiffs and their respective law firms moved to serve as lead plaintiff and counsel. On June 5, 2017, the Court issued an order for consolidation, appointment of Co-Lead Plaintiffs and approval of selection of co-lead counsel. Pursuant to this order, the Securities Complaints were consolidated under the caption In re The Hain Celestial Group, Inc. Securities Litigation, (the “Consolidated Securities Action”) and Rosewood Funeral Home and Salamon Gimpel were appointed as Co-Lead Plaintiffs. On June 21, 2017, the Company received notice that plaintiff Spadola voluntarily dismissed his claims without prejudice to his ability to participate in the Consolidated Securities Action as an absent class member.

Stockholder Derivative Complaints Filed in State Court

On September 16, 2016, a stockholder derivative complaint, Paperny v. Heyer, et al. (the “Paperny Complaint”), was filed in New York State Supreme Court in Nassau County against the Board of Directors and certain officers of the Company alleging breach of fiduciary duty, unjust enrichment, lack of oversight and corporate waste. On December 2, 2016 and December 29, 2016, two additional stockholder derivative complaints were filed in New York State Supreme Court in Nassau County against the Board of Directors and certain officers under the captions Scarola v. Simon (the “Scarola Complaint”) and Shakir v. Simon (the “Shakir Complaint” and, together with the Paperny Complaint and the Scarola Complaint, the “Derivative Complaints”), respectively. Both the Scarola Complaint and the Shakir Complaint allege breach of fiduciary duty, lack of oversight and unjust enrichment. On February 16, 2017, the parties for the Derivative Complaints entered into a stipulation consolidating the matters under the caption In re The Hain Celestial Group (the “Consolidated Derivative Action”) in New York State Supreme Court in Nassau County, and the parties agreed to stay the Consolidated Derivative Action until November 2, 2017.

Additional Stockholder Class Action and Derivative Complaints Filed in Federal Court

On April 19, 2017 and April 26, 2017, two class action and stockholder derivative complaints were filed in the Eastern District of New York against the Board of Directors and certain officers of the Company under the captions Silva v. Simon, et al. (the “Silva Complaint”) and Barnes v. Simon, et al. (the “Barnes Complaint”), respectively. Both the Silva Complaint and the Barnes Complaint allege violation of securities law, breach of fiduciary duty, waste of corporate assets and unjust enrichment.

On May 23, 2017, an additional stockholder filed a complaint under seal in the Eastern District of New York against the Board of Directors and certain officers of the Company. The complaint alleges that the Company’s directors and certain officers made materially false and misleading statements in press releases and SEC filings regarding the Company’s business, prospects and financial results. The complaint also alleges that the Company violated its by-laws and Delaware law by failing to hold an Annual Stockholders Meeting and includes claims for breach of fiduciary duty, unjust enrichment and corporate waste.

SEC Investigation

As previously disclosed, the Company voluntarily contacted the SEC in August 2016 to advise it of the Company's delay in the filing of its periodic reports and the performance of the independent review conducted by the Audit Committee. The Company has continued to provide information to the SEC on an ongoing basis, including, among other things, the results of the independent review of the Audit Committee as well as other information pertaining to its internal accounting review relating to revenue recognition. On January 31, 2017, the SEC issued a subpoena to the Company seeking documents relevant to its investigation. The Company is in the process of responding to the SEC's requests for information and intends to cooperate fully with the SEC.

Other

In addition to the litigation described above, the Company is and may be a defendant in lawsuits from time to time in the normal course of business. While the results of litigation and claims cannot be predicted with certainty, the Company believes the reasonably possible losses of such matters, individually and in the aggregate, are not material. Additionally, the Company believes the probable final outcome of such matters will not have a material adverse effect on the Company's consolidated results of operations, financial position, cash flows or liquidity.

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16. SEGMENT INFORMATION

Prior to July 1, 2016, the Company's operations were managed in seven operating segments: the United States, United Kingdom, Tilda, Hain Pure Protein Corporation ("HPPC"), EK Holdings, Inc. ("Empire"), Canada and Europe. The United States operating segment was also a reportable segment. The United Kingdom and Tilda operating segments were reported in the aggregate as "United Kingdom", while HPPC and Empire were reported in the aggregate as "Hain Pure Protein," and Canada and Europe were combined and reported as "Rest of World."

Effective July 1, 2016, due to changes to the Company's internal management and reporting structure resulting from the formation of Cultivate, certain brands previously included within the United States operating segment were moved to a new operating segment called Cultivate. As a result, the Company is now managed in eight operating segments: the United States (excluding Cultivate), United Kingdom, Tilda, HPPC, Empire, Canada, Europe and Cultivate. The United States, excluding Cultivate, is its own reportable segment. Cultivate is now combined with Canada and Europe and reported within the "Rest of World" reportable segment. There were no changes to the United Kingdom and Hain Pure Protein reportable segments. The prior period segment information contained below has been adjusted to reflect the Company's new operating and reporting structure. See Note 1, Business, for additional details surrounding the formation of Cultivate.

Net sales and operating income are the primary measures used by the Company's Chief Operating Decision Maker ("CODM") to evaluate segment operating performance and to decide how to allocate resources to segments. The CODM is the Company's Chief Executive Officer. Expenses related to certain centralized administration functions that are not specifically related to an operating segment are included in "Corporate and Other." Corporate and Other expenses are comprised mainly of the compensation and related expenses of certain of the Company's senior executive officers and other selected employees who perform duties related to the entire enterprise, as well as expenses for certain professional fees, facilities, and other items which benefit the Company as a whole. Additionally, acquisition related expenses, restructuring and integration charges and other, along with accounting review costs, are included in "Corporate and Other." Expenses that are managed centrally but can be attributed to a segment, such as employee benefits and certain facility costs, are allocated based on reasonable allocation methods. Assets are reviewed by the CODM on a consolidated basis and therefore are not reported by operating segment.

The following tables set forth financial information about each of the Company's reportable segments. Transactions between reportable segments were insignificant for all periods presented.

	Three Months Ended September 30,	
	2016	2015 (As Revised)
Net Sales:		
United States	$275,607	$302,631
United Kingdom	198,776	160,855
Hain Pure Protein	116,669	123,055
Rest of World	90,412	81,186
	$681,464	$667,727
Operating Income:		
United States	$22,063	$41,507

United Kingdom	4,550	9,842