

SIMON IRWIN D  
Form 4  
November 22, 2017

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/08/2015

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

(Street)  
LAKE SUCCESS, NY 11042

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Common Stock                    |                                      |  |                                |   | 1,703,614   | D  |  |
| Common Stock                    |                                      |  |                                |   | 21,812  | I  | By spouse (1)                              |
| Common Stock                    | 05/08/2015                           |  | P                              | 1,500   | A \$ 61.494 (2)   | 137,282 (3)  | I By trusts (4)                            |
| Common Stock                    | 11/10/2017                           |  | P                              | 1,500   | A \$ 35.22  | 138,782 (3)  | I By trusts (4)                            |
|                                 | 11/10/2017                           |  | P                              | 8,000   | A   | 146,782 (3)  | I  |

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|              |                               |                         |
|--------------|-------------------------------|-------------------------|
| Common Stock | \$<br>35,211.50<br><u>(5)</u> | By trusts<br><u>(4)</u> |
|--------------|-------------------------------|-------------------------|

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

**Persons who 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 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SIMON IRWIN D<br>C/O THE HAIN CELESTIAL GROUP, INC.<br>1111 MARCUS AVENUE<br>LAKE SUCCESS, NY 11042 | X             |           | Pres., CEO & Chairman of Bd |       |

## Signatures

/s/ Irwin D. Simon  
11/22/2017

\*\*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) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.
- (2)

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Represents the weighted average purchase price of the common stock purchased by a trust for the benefit of Mr. Simon's family on May 8, 2015. The range of stock prices was \$61.49 to \$61.50. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares purchased at each separate price.

- (3) Reflects the number of shares of common stock beneficially owned as of the date of this filing. The number of shares of common stock includes shares held by a trust prior to Mr. Simon's spouse, Daryl Simon, becoming trustee.

- (4) Reflects shares of common stock held by a number of trusts, for the benefit of Mr. Simon's family, for which the Reporting Person or his spouse, Daryl Simon, is the trustee or custodian. Mr. Simon disclaims beneficial ownership of the common stock held by such trusts, except to the extent of his pecuniary interest therein. This Form 4 is being filed to reflect transactions by certain trusts that were inadvertently not reported timely due to administrative error.

- (5) Represents the weighted average purchase price of the common stock purchased by a trust for the benefit of Mr. Simon's family on November 10, 2017. The range of stock prices was \$35.21 to \$35.2199. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares purchased at each separate price.

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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