FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OMB APPROVAL						
OMB Number:	3235-0287						
Estimated average burd	en						
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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Welling Glenn W.				2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [ HAIN ]									X 10% (	Issuer Owner r (specify
(Last) ( C/O ENGAGED C 610 NEWPORT C		(Middle)	250		ate of Earliest Trans 28/2019	saction	(Monti	n/Day/Year)				Officer (give title below)	below	
(Street) NEWPORT BEACH	CA	92660		4. If	Amendment, Date	of Origir	nal File	ed (Month/Day	/Year)		Indiv ne) X	vidual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	son
(City) (	State)	(Zip)												
1. Title of Security (Instr. 3) 2. Tran			2. Transactio	tion 2A. Deemed Execution Date,	3. Transaction Code (Instr.					5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					(	Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)	(,, (,	(Instr. 4)
Common Stock <sup>(1)(2)</sup>			02/28/20	)19		P		4,800	A	\$19.33	394	1,386,915	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock <sup>(1)(2)</sup>			02/28/20	)19		P		17,300	A	\$19,4	42	1,404,215	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock <sup>(1)(2)</sup>			02/28/20	)19		P		536,700	A	\$19.23	392	1,940,915	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock <sup>(1)(2)</sup>			02/28/20	)19		P		10,100	A	\$19.1	775	1,951,015	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock <sup>(1)(2)</sup>			03/01/20	)19		P		358,850	A	\$19.39	985	2,309,865	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock <sup>(1)(2)</sup>			02/28/20	)19		P		45,728	A	\$19.23	392	165,215	I	By: Managed Account of Engaged Capital, LLC <sup>(8)</sup>

Common Stock(1)1/2)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D) or Indirect	of Indire Benefici Ownersi (Instr. 4)
Common Stock(1)(2)   2,117,002   2,117,0			(111301.4)
Common Stock(1)(2)  Common Stock(1)(2)  Common Stock(1)(2)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Variable and Date Securities (Date Exercise)  1. Title of Exercise (a.g., puts, calls, warrants, options, convertible securities)  1. Title of Exercise (b. Conversion Date Security)  2. Title and Amount of Date Securities (b. Number Execution Date, Date Securities)  3. Transaction Date Securities (b. Number Execution Date, Date Securities)  4. Autority of Conversion Conversion (b. Number Execution Date, Date Security)  4. Autority of Conversion (b. Number Execution Date, Date Securities)  5. Number (b. Date Exerciseable and Expiration Date Securities)  6. Date Exerciseable and Amount of Date Securities S	I	I	By: Manag Accour of Engage Capital LLC <sup>(8)</sup>
Common Stock(1)(2)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Date Execution Date Execution Date Execution Date Execution Date Security of Execution Date Security Security of Expiration Date Securities Security	D	D	
Common Stock(1)(2)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Conversion Securities Se	I	I	By: Engage Capital Co- Invest VI, LP
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Date Conversion Date (Month/Day/Year)  3. Transaction Date Conversion Or Exercise (Month/Day/Year)  4. Defivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Security Operivative (Month/Day/Year)  8. Price of Derivative Securities	I	I	By: Engage Capital Co- Invest VI-A, LP <sup>(5)</sup>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Security or Exercise (Month/Day/Year)  3. Transaction Date Exercisable and Expercise (Month/Day/Year)  4. Transaction Ode (Instr. Derivative Security Securities)  4. Transaction Date (Month/Day/Year)  5. Number of Securities Securities Security Securities Security Securities	I	I	By: Engage Capital Co- Invest VI-B, LP <sup>(6)</sup>
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Date Courity or Exercise (Month/Day/Year)   Code (Instr. Derivative Code (In	I	I	By: Engage Capital Co- Invest VI-C, LP <sup>(7)</sup>
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Code V (A) (D) Date Expiration Date Title Shares			
1. Name and Address of Reporting Person*  Welling Glenn W.			

(Last) (First) (Middle)

C/O ENGAGED CAPITAL, LLC

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)

NEWPORT
BEACH

CA

92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

1. Name and Address of Reporting Person Engaged Capital LLC

610 NEWDODT	(First) CENTER DRIVE	(Middle)			
SUITE 250	CENTER DRIVE				
(Street)					
NEWPORT BEACH	CA	92660			
(City)	(State)	(Zip)			
1. Name and Addre	ss of Reporting Perso	n <sup>*</sup>			
Engaged Capital Holdings, LLC					
(Last)	(First)	(Middle)			
610 NEWPORT	CENTER DRIVE				
SUITE 250					
(Street)					
NEWPORT	CA	92660			
BEACH					
(City)	(State)	(Zip)			
1. Name and Addre	ss of Reporting Perso	n <sup>*</sup>			
		<u>laster Fund, LP</u>			
(Last)	(First)	(Middle)			
P.O. BOX 2681	ARE, HUTCHINS	DUNE			
1.0. DOX 2001					
(Street)					
GRAND CAYMAN	E9	KY1-1111			
CATIVIAN					
(City)	(State)	(Zip)			
1. Name and Addres	ss of Reporting Perso	 n*			
Engaged Cap	<u>ital Co-Invest `</u>	<u>VI, LP</u>			
Engaged Cap					
Engaged Cap	(First)	(Middle)			
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NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)
1. Name and Address Engaged Capit		
(Last) 610 NEWPORT ( SUITE 250	(First) CENTER DRIV	(Middle) E, SUITE 250
(Street) NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)
1. Name and Address Engaged Capit (Last) 610 NEWPORT C SUITE 250	tal Flagship I	Fund, L.P.  (Middle)
(Street) NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)
1. Name and Address Engaged Capit		
(Last) 610 NEWPORT ( SUITE 250	(First) CENTER DRIV	(Middle)
(Street) NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. This Form 4 is filed jointly by Glenn W. Welling, Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-B"), Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"), Engaged Capital Flagship Fund, LP ("Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital") and Engaged Capital Holdings, LLC ("Engaged Holdings") (collectively, the "Reporting Persons"). (continued in footnote 2)
- 2. (continued from footnote 1) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
- 3. Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.
- 4. Securities owned directly by Engaged Capital Co-Invest VI. As the general partner and investment adviser of Engaged Capital Co-Invest VI, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI.
- 5. Securities owned directly by Engaged Capital Co-Invest VI-A. As the general partner and investment adviser of Engaged Capital Co-Invest VI-A, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A.
- 6. Securities owned directly by Engaged Capital Co-Invest VI-B. As the general partner and investment adviser of Engaged Capital Co-Invest VI-B, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B.
- 7. Securities owned directly by Engaged Capital Co-Invest VI-C. As the general partner and investment adviser of Engaged Capital Co-Invest VI-C, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C.
- 8. Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

Engaged Capital Holdings, 03/01/2019 LLC; By: /s/ Glenn W. Welling, Authorized Signatory **Engaged Capital Flagship** Master Fund, LP; By: Engaged 03/01/2019 Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory Engaged Capital Co-Invest VI, LP; By: Engaged Capital, LLC; 03/01/2019 By: /s/ Glenn W. Welling, **Authorized Signatory** Engaged Capital Co-Invest VI-A, LP; By: Engaged Capital, 03/01/2019 LLC; By: /s/ Glenn W. Welling, Authorized Signatory Engaged Capital Co-Invest VI-B, LP; By: Engaged Capital, 03/01/2019 LLC; By: /s/ Glenn W. Welling, Authorized Signatory Engaged Capital Co-Invest VI-C, LP; By: Engaged Capital, 03/01/2019 LLC; By: /s/ Glenn W. Welling, Authorized Signatory **Engaged Capital Flagship** Fund, LP; By: Engaged 03/01/2019 Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory **Engaged Capital Flagship** Fund, Ltd.; By: /s/ Glenn W. 03/01/2019 Welling, Director \*\* Signature of Reporting Person

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

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

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 Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).