FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washingt	ton. D	).C.	20549

Washington, D.O. 2001

OMB APPROVAL									
OMB Number:	3235-0287								
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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).

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

1. Name and Address of Reporting Person* <u>Davidson Wendy P</u>				2. <u>H</u>	2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [ HAIN ]									k all applica Director	ible)	Perso	on(s) to Issue	ner
(Last) (First) (Middle) C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 01/01/2023							X	X Officer (give title below) Other (specify below)  President and CEO					
(Street) LAKE SUCCESS NY 11042				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	Individual or Joint/Group Filing (Check Applicable le)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Sta	ate) (	Zip)															
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				action 2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr.		ties Acquired (A) or i Of (D) (Instr. 3, 4 a		and 5) Securities Beneficia Owned Fo		Fori		Direct Indirect Etr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	<i>,</i>	Amount (A) or (D)		r Pric	e	Reported Transaction(s) (Instr. 3 and 4)				nstr. 4)	
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	tion Date, Transaction of Code (Instr. Derivative			ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amo of Securities Underlying Deriv Security (Instr. 3				ies g Deriva	Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable		cpiration ate	Title	Amoun Numbe Shares	r of					
Restricted Share Units	(1)	01/01/2023		A		35,746		(2)		(2)	Common Stock	35,74	46	\$0	35,74	6	D	
Performance Share Units	(3)	01/01/2023		A		17,873		(4)		(4)	Common Stock	17,87	3(4)	\$0	17,87	3	D	
Restricted Share Units	(1)	01/01/2023		A		95,321		(5)		(5)	Common Stock	95,32	21	\$0	95,32	1	D	
volenetion		_																

- 1. Each restricted share unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- 2. The RSUs, awarded as part of the Issuer's 2023-2025 Long Term Incentive Program, vest in three (3) equal annual installments on September 6, 2023, 2024 and 2025.
- 3. Each performance share unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- 4. The PSUs, awarded as part of the Issuer's 2023-2025 Long Term Incentive Program, are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number of PSUs. The number of PSUs that vest, if any, may vary from 0% to 200% of the target number reported, and is based on goals for the Issuer's compound annual total shareholder return over the three-year period from September 7, 2022 through September 6, 2025. The time vesting requirement will be satisfied on September 6, 2025.
- 5. The RSUs, granted as a one-time make-whole award intended to recognize the equity awards the Reporting Person forfeited from the Reporting Person's former employer upon joining the Issuer, vest in three (3) equal annual installments on January 1, 2024, 2025 and 2026.

## Remarks:

/s/ Andrew S. Burchill, as

01/04/2023 Attorney-in-Fact for Wendy P.

**Davidson** 

\*\* Signature of Reporting Person Date

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

- \* 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).

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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