

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Engaged Capital Co-Invest VI-D, L.P.</u><br><br>(Last) (First) (Middle)<br>610 NEWPORT CENTER DRIVE, SUITE 250<br><br>(Street)<br>NEWPORT BEACH CA 92660<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HAIN CELESTIAL GROUP INC [ HAIN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>See Footnote 1 |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/14/2020                          |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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 (I) or Indirect (J) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price     |   |  |   |
| Common Stock <sup>(1)(2)</sup>  | 05/14/2020                           |  | s <sup>(11)</sup>              |   | 61,000  | D          | \$29.9772 | 2,248,865   | I  | By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup> |
| Common Stock <sup>(1)(2)</sup>  | 05/14/2020                           |  | s <sup>(11)</sup>              |   | 44,426  | D          | \$29.9772 | 193,229   | I  | By: Managed Account of Engaged Capital, LLC <sup>(8)</sup>  |
| Common Stock <sup>(1)(2)</sup>  | 05/15/2020                           |  | s <sup>(11)</sup>              |   | 368,820   | D          | \$29.7524 | 1,880,045   | I  | By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup> |
| Common Stock <sup>(1)(2)</sup>  | 05/15/2020                           |  | s <sup>(11)</sup>              |   | 31,180  | D          | \$29.7524 | 162,049   | I  | By: Managed Account of Engaged Capital, LLC <sup>(8)</sup>  |
| Common Stock <sup>(1)(2)</sup>  | 05/18/2020                           |  | s <sup>(11)</sup>              |   | 160,400   | D          | \$29.1862 | 1,719,645   | I  | By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup> |
| Common Stock <sup>(1)(2)</sup>  | 05/18/2020                           |  | s <sup>(11)</sup>              |   | 14,600  | D          | \$29.1862 | 147,449   | I  | By: Managed Account of Engaged Capital, LLC <sup>(8)</sup>  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 27,198  | I  | By: Glenn W. Welling                                   |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 2,106,956   | I  | By: Engaged Capital Co-Invest VI, LP <sup>(4)</sup>    |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 4,391,753   | I  | By: Engaged Capital Co-Invest VI-A, LP <sup>(5)</sup>  |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 2,311,388   | I  | By: Engaged Capital Co-Invest VI-B, LP <sup>(6)</sup>  |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 4,207,565   | I  | By: Engaged Capital Co-Invest VI-E, LP <sup>(10)</sup> |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 4,096,052   | I  | By: Engaged Capital Co-Invest VI-D, LP <sup>(9)</sup>  |
| Common Stock <sup>(1)(2)</sup>  |                                      |  |                                |   |   |            |       | 1,407,543   | I  | By: Engaged Capital Co-Invest VI-C, LP <sup>(7)</sup>  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 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) |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |  |     |   |  |  |   |  |

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI-D, L.P.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)

|  |         |          |
|--|---------|----------|
| NEWPORT<br>BEACH                                     | CA      | 92660    |
| (City)   | (State) | (Zip)    |
| 1. Name and Address of Reporting Person*             |         |          |
| <a href="#">Engaged Capital Co-Invest VI-E, L.P.</a> |         |          |
| (Last)   | (First) | (Middle) |
| 610 NEWPORT CENTER DRIVE, SUITE 250                  |         |          |
| (Street)   |         |          |
| NEWPORT<br>BEACH                                     | CA      | 92660    |
| (City)   | (State) | (Zip)    |

**Explanation of Responses:**

- This Form 4 is filed jointly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"), Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"), Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"), Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"), Engaged Capital Co-Invest VI-D, LP ("Engaged Capital Co-Invest VI-D"), Engaged Capital Co-Invest VI-E, LP ("Engaged Capital Co-Invest VI-E"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons").
- To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission. 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, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 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.
- 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 Co-Invest VI. 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.
- 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.
- 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.
- 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.
- 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.
- Securities owned directly by Engaged Capital Co-Invest VI-D. As the general partner and investment adviser of Engaged Capital Co-Invest VI-D, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. 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-D. 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 these securities owned directly by Engaged Capital Co-Invest VI-D.
- Securities owned directly by Engaged Capital Co-Invest VI-E. As the general partner and investment adviser of Engaged Capital Co-Invest VI-E, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E. 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-E. 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 these securities owned directly by Engaged Capital Co-Invest VI-E.
- Due to recent market volatility and the appreciation of the Issuer's stock price from the success of the Issuer's ongoing business transformation, the size of the Reporting Persons' investment in the shares as a percentage of their portfolio has exceeded the Reporting Persons' position size limit for risk management purposes. Accordingly, the Reporting Persons have adjusted the size of their position in the shares. The Issuer's shares remain the largest holding in the Reporting Persons' investment portfolio.

[Engaged Capital Co-Invest VI-D, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory.](#) 05/18/2020

[Engaged Capital Co-Invest VI-E, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory.](#) 05/18/2020

\*\* 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.

**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.**