

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Marquardt Chad D.</u> (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>221 RIVER STREET, 12TH FLOOR</u> (Street) <u>HOBOKEN NJ 07030</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [HAIN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, North America</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2024</u>	
	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 (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)	Date Exercisable	Expiration Date						Title
Restricted Share Units	(1)	03/25/2024		A		8,851		(2)	(2)	Common Stock	8,851	\$0	8,851	D	
Performance Share Units	(3)	03/25/2024		A		2,950		(4)	(4)	Common Stock	2,950 ⁽⁴⁾	\$0	2,950	D	
Restricted Share Units	(1)	03/25/2024		A		32,967		(5)	(5)	Common Stock	32,967	\$0	32,967	D	

Explanation of Responses:

- Each restricted share unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs, awarded as part of the Issuer's 2024-2026 Long Term Incentive Program, vest in three (3) equal annual installments on each of October 25, 2024, 2025 and 2026.
- Each performance share unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- The PSUs, awarded as part of the Issuer's 2024-2026 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 ending on October 25, 2026. The time vesting requirement will be satisfied on October 25, 2026.
- The RSUs, granted as a one-time make-whole award intended to recognize the compensation the Reporting Person forfeited from the Reporting Person's former employer upon joining the Issuer, vest in three (3) equal annual installments on each of the first, second and third anniversaries of the grant date.

Remarks:

/s/ Andrew S. Burchill, as
Attorney-in-Fact for Chad D. Marquardt 03/27/2024

** 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.