

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2019



THE HAIN CELESTIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-22818

(Commission File Number)

22-3240619

(I.R.S. Employer Identification No.)

1111 Marcus Avenue, Lake Success, NY 11042

(Address of principal executive offices)

Registrant's telephone number, including area code: (516) 587-5000

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	HAIN	The NASDAQ® Global Select Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 28, 2019, The Hain Celestial Group, Inc. (the “Company”) announced that Denise M. Faltischek, Executive Vice President and Chief Strategy Officer, Corporate Secretary, will be leaving the Company, effective August 31, 2019. Prior to her departure, Ms. Faltischek will be assisting with the transition of her various responsibilities. In connection with her departure, Ms. Faltischek is expected to enter into a separation agreement, pursuant to which she will be entitled to receive: (i) a cash severance payment in the aggregate amount of \$1,154,400, paid in bi-weekly installments during the 12 months following her departure; (ii) a lump-sum cash payment of \$265,200, which represents consideration in lieu of Ms. Faltischek’s bonus opportunity for fiscal year 2019; and (iii) health and welfare benefits for a period of 12 months, consistent with Company practice.

The Company issued a press release on May 28, 2019 announcing Ms. Faltischek’s departure. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of The Hain Celestial Group, Inc. dated May 28, 2019

EXHIBIT INDEX

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 28, 2019

THE HAIN CELESTIAL GROUP, INC.

By: /s/ James Langrock
Name: James Langrock
Title: Executive Vice President and
Chief Financial Officer



Hain Celestial Announces Addition of New Senior Vice President of Business Development

Transitions Key Roles to Support Strategic Business Transformation

Lake Success, NY, May 28, 2019 - The Hain Celestial Group, Inc. (Nasdaq: HAIN) (“Hain Celestial” or the “Company”), a leading organic and natural products company with operations in North America, Europe, Asia and the Middle East providing consumers with A Healthier Way of Life™, today announced the appointment of Seth Weis, as the Senior Vice President of Business Development, reporting directly to Hain Celestial’s President and Chief Executive Officer Mark L. Schiller, effective today. In this role, Mr. Weis will focus on the implementation of Hain Celestial’s business transformation strategy to simplify its product portfolio, strengthen capabilities, reinvigorate net sales growth in the United States, and expand margins and cash flow.

Mr. Weis will assume this role from Denise Faltischek, Executive Vice President, Chief Strategy Officer and Corporate Secretary. After fourteen years with Hain Celestial, Ms. Faltischek will leave the Company to pursue other opportunities on August 31, 2019. During her tenure, Ms. Faltischek served in an integral role to help complete several merger and acquisitions including most recently the sale of WestSoy® tofu seitan and tempeh businesses and the pending divestiture of the Hain Pure Protein businesses. Previously, she served for over eight years as Hain Celestial’s General Counsel. Additionally, Ms. Faltischek’s responsibilities as Hain Celestial’s Corporate Secretary will transition to Kristy Meringolo, Hain Celestial’s General Counsel and Chief Compliance Officer. Ms. Faltischek, will work with the executive leadership team over the coming weeks to ensure a smooth transition.

Mr. Weis joins Hain Celestial from Treehouse Foods, Inc. where he served as Vice President, Corporate Development and Corporate Officer. In this role, he led cross functional business teams to complete five acquisitions and two divestitures expanding Treehouse Foods’ annual revenue and helping to transform the business. Previously, Mr. Weis served in various roles including most recently Vice President at Glencoe Capital Management, LLC, a private equity firm targeting lower middle market buyouts, growth equity and co-investments. Mr. Weis also served as a Vice President at Duff & Phelps, LLC where he provided corporate finance and investment banking services including mergers and acquisitions advisory, business valuations, and capital structure analysis, across a broad range of industries. He started his career in finance at PriceWaterHouseCoopers LLP.

About The Hain Celestial Group, Inc.

The Hain Celestial Group (Nasdaq: HAIN), headquartered in Lake Success, NY, is a leading organic and natural products company with operations in North America, Europe, Asia and the Middle East. Hain Celestial participates in many natural categories with well-known brands that include Alba Botanica®, Almond Dream®, Arrowhead Mills®, Avalon Organics®, Bearitos®, Better Bean®, BluePrint®, Casbah®, Celestial Seasonings®, Clarks™, Coconut Dream®, Cully & Sully®, Danival®, DeBoles®, Earth’s Best®, Ella’s Kitchen®, Europe’s Best®, Farmhouse Fare™, Frank Cooper’s®, Gale’s®, Garden of Eatin’®, GG UniqueFiber™, Hain Pure Foods®, Hartley’s®, Health Valley®, Imagine®, JĀSÖN®, Johnson’s Juice Co.®, Joya®, Kosher Valley®, Lima®, Linda McCartney’s® (under license), Live Clean®, MaraNatha®, Mary Berry (under license), Natumi®, New Covent Garden Soup Co.®, Orchard House®, Queen Helene®, Rice Dream®, Robertson’s®, Rudi’s Gluten-Free Bakery®, Rudi’s Organic Bakery®, Sensible Portions®, Spectrum Organics®, Soy Dream®, Sun-Pat®, Sunripe®, SunSpire®, Terra®, The Greek Gods®, Tilda®, Walnut Acres®, WestSoy®, Yorkshire Provender®, Yves Veggie Cuisine® and William’s™.

Contact:

James Langrock / Katie Turner
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