

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): June 1, 2022**

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**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**

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**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))
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**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 \$0.01 per share	HAIN	The Nasdaq Stock Market LLC

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.

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

On June 1, 2022, the Board of Directors (the “Board”) of The Hain Celestial Group, Inc. (the “Company”), upon the recommendation of the Corporate Governance and Nominating Committee of the Board, appointed Carlyn R. Taylor as a new director, effective immediately. Ms. Taylor was also appointed as a member of the Audit Committee of the Board. Ms. Taylor is expected to be nominated for reelection at the Company’s 2022 annual meeting of stockholders.

Ms. Taylor has been the Global Co-Leader of Corporate Finance at FTI Consulting, Inc., a global business advisory firm, since 2016. Since 2017, Ms. Taylor has also served as a Chairperson of FTI Capital Advisors, an investment banking subsidiary of FTI Consulting. She has held various roles at FTI Consulting and its affiliates since 2002. Prior to joining FTI Consulting, Ms. Taylor spent 12 years at PricewaterhouseCoopers, first as a consultant in Price Waterhouse from 1990 to 1998 and then as a partner from 1998 to 2002, where she founded and led the telecommunication industry practice within the Financial Advisory Services group. Ms. Taylor has served as a director of Flowserve Corporation (NYSE) since August 2020.

There is no arrangement or understanding between Ms. Taylor and any other person pursuant to which Ms. Taylor was selected as a director. There have been no transactions involving Ms. Taylor that would be required to be disclosed by Item 404(a) of Regulation S-K.

The Corporate Governance and Nominating Committee of the Board has determined that (1) Ms. Taylor is “independent” as defined by applicable rules of The Nasdaq Stock Market LLC and the U.S. Securities and Exchange Commission (the “SEC”) applicable to Board and Audit Committee service, and (2) Ms. Taylor is an “audit committee financial expert” as defined by applicable SEC rules.

In connection with her service as a non-employee director, Ms. Taylor will receive prorated compensation in accordance with the Company’s compensation program for non-employee directors as described in the Company’s proxy statement for its 2021 Annual Meeting of Stockholders, filed with the SEC on September 17, 2021. The Company also expects Ms. Taylor to enter into the Company’s standard indemnification agreement for its non-employee directors.

A copy of the Company’s press release issued on June 2, 2022 announcing Ms. Taylor’s appointment to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01**            **Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of The Hain Celestial Group, Inc. dated June 2, 2022.</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

**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: June 2, 2022

**THE HAIN CELESTIAL GROUP, INC.**

By: /s/ Kristy M. Meringolo  
Name: Kristy M. Meringolo  
Title: EVP, General Counsel and Corporate Secretary



## Hain Celestial Announces Appointment of Independent Director Carlyn Taylor

**Lake Success, New York, June 2, 2022** – 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<sup>®</sup>, today announced the appointment of Carlyn Taylor to its Board of Directors, effective June 1, 2022. Ms. Taylor is the Global Co-Leader of Corporate Finance at FTI Consulting, Inc., a global business advisory firm. Ms. Taylor’s appointment increases the Hain Celestial Board of Directors to nine directors, which includes eight independent directors and three women.

“Carlyn has vast experience and expertise providing advice to companies in the areas of strategy, transformation, and mergers and acquisitions, and will bring significant insights to our Board,” said Dean Hollis, Chair of the Board, Hain Celestial. “Carlyn will add tremendous value as the Company continues to execute its Hain 3.0 strategy to build a global healthy food and beverage company with long-term profitable growth.”

In addition to her role as Global Co-Leader of Corporate Finance at FTI Consulting, Ms. Taylor also serves as a Chairperson of FTI Capital Advisors, an investment banking subsidiary of FTI Consulting. She has held various roles at FTI Consulting and its affiliates since 2002. Prior to joining FTI Consulting, Ms. Taylor spent 12 years at PricewaterhouseCoopers, first as a consultant in Price Waterhouse from 1990 to 1998 and then as a partner from 1998 to 2002, where she founded and led the telecommunication industry practice within the Financial Advisory Services group. Ms. Taylor has served as a director of Flowsolve Corporation (NYSE) since August 2020.

“I am excited to join the Hain Celestial Board and begin working with the other Board members and leadership team as the Company executes the Hain 3.0 strategy,” said Ms. Taylor.

### About The Hain Celestial Group, Inc.

The Hain Celestial Group, Inc. (Nasdaq: HAIN) is a leading organic and natural products company that has been committed to creating A healthier way of Life<sup>®</sup> since 1993. Headquartered in Lake Success, NY with operations in North America, Europe, Asia and the Middle East, Hain Celestial’s food and beverage brands include Celestial Seasonings<sup>®</sup>, Clarks<sup>™</sup>, Cully & Sully<sup>®</sup>, Earth’s Best<sup>®</sup>, Ella’s Kitchen<sup>®</sup>, Frank Cooper’s<sup>®</sup>, Garden of Eatin’<sup>®</sup>, Hain Pure Foods<sup>®</sup>, Hartley’s<sup>®</sup>, Health Valley<sup>®</sup>, Imagine<sup>®</sup>, Joya<sup>®</sup>, Lima<sup>®</sup>, Linda McCartney’s<sup>®</sup> (under license), MaraNatha<sup>®</sup>, Natumi<sup>®</sup>, New Covent Garden Soup Co.<sup>®</sup>, ParmCrisps<sup>®</sup>, Robertson’s<sup>®</sup>, Rose’s<sup>®</sup> (under license), Sensible Portions<sup>®</sup>, Spectrum<sup>®</sup>, Sun-Pat<sup>®</sup>, Terra<sup>®</sup>, The Greek Gods<sup>®</sup>, Thinsters<sup>®</sup>, Yorkshire Provender<sup>®</sup> and Yves Veggie Cuisine<sup>®</sup>. Hain Celestial’s personal care brands include Alba Botanica<sup>®</sup>, Avalon Organics<sup>®</sup>, JASON<sup>®</sup>, Live Clean<sup>®</sup> and Queen Helene<sup>®</sup>. For more information, visit [hain.com](http://hain.com).

### Contacts:

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ICR

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