

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>LEWIS ALISON</u>  (Last) (First) (Middle) C/O THE HAIN CELESTIAL GROUP, INC. 221 RIVER STREET, 12TH FLOOR  (Street) HOBOKEN NJ 07030  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2025	
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			
Common Stock	12/15/2025		M <sup>(1)</sup>		377,515	A	(2)	400,531	D	
Common Stock	12/15/2025		F <sup>(3)</sup>		124,281	D	\$1.17	276,250	D	
Common Stock								74,895	I	By Individual Retirement Account

**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	Amount or Number of Shares				
Restricted Share Units	(2)	12/15/2025		M			377,515	(4)	(4)	Common Stock	377,515	\$0	243,174	D	
Restricted Share Units	(2)	12/15/2025		D			243,174	(4)	(4)	Common Stock	243,174	\$0	0	D	
Restricted Share Units	(5)	12/15/2025		A		650,000		(6)	(6)	Common Stock	650,000	\$0	650,000	D	
Performance Share Units	(7)	12/15/2025		A		1,500,000		(8)	(8)	Common Stock	1,500,000	\$0	1,500,000	D	

**Explanation of Responses:**

- On December 15, 2025, the Reporting Person had 377,515 restricted share units ("RSUs") vest, resulting in the Reporting Person receiving 377,515 shares of common stock of the Issuer prior to withholding for taxes.
- The RSUs represented a contingent right to receive shares of the Issuer's common stock upon vesting.
- The Issuer withheld 124,281 shares of common stock to satisfy the tax withholding obligations in connection with the vesting of 377,515 RSUs, pursuant to the terms of the applicable award agreement.
- In connection with the Reporting Person's appointment as Interim President and Chief Executive Officer on May 7, 2025, the Reporting Person received a one-time grant of 620,689 RSUs (the "Interim RSU Award"). In connection with the Reporting Person's appointment as President and Chief Executive Officer effective December 15, 2025, the Interim RSU Award was treated as follows: 377,515 RSUs vested (representing a pro rata portion of the Interim RSU Award based on the number of days from May 7, 2025 to December 15, 2025, divided by 365) and the remaining 243,174 RSUs were forfeited.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs vest in three (3) equal annual installments on each of the first, second and third anniversaries of the date of grant.
- Each performance share unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- If at any time before the third anniversary of the date of grant the average closing price per share of Company common stock for 30 consecutive trading days equals or exceeds certain applicable stock price target(s), the corresponding portion(s) of the PSUs will vest.

/s/ Andrew S. Burchill, as  
Attorney-in-Fact for Alison E. Lewis      12/16/2025

\*\* 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.