

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

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

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| 1. Name and Address of Reporting Person* <u>Welling Glenn W.</u> (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE SUITE 250 (Street) NEWPORT CA 92660 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2017 | 3. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [HAIN]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,382,115 | I | By: Engaged Capital Flagship Master Fund, LP ⁽¹⁾ |
| Common Stock | 2,117,002 | I | By: Engaged Capital Co-Invest VI, LP ⁽²⁾ |
| Common Stock | 4,412,690 | I | By: Engaged Capital Co-Invest VI-A, LP ⁽³⁾ |
| Common Stock | 2,322,405 | I | By: Engaged Capital Co-Invest VI-B, LP ⁽⁴⁾ |
| Common Stock | 119,487 | I | By: Managed Account of Engaged Capital, LLC ⁽⁵⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| | | | Title | | | |

Explanation of Responses:

- Securities held directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Master"). Glenn W. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Master, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-A, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-B, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the investment adviser of the Engaged Capital Account, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Glenn W. Welling 10/10/2017
 ** 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 5 (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.