

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Kasenchak Priscilla</u> (Last) (First) (Middle) C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE (Street) LAKE SUCCESS NY 11042 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/29/2019	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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & Chief Accounting Officer</u>	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	3,547 ⁽¹⁾	D	

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				
Restricted Stock Units	(2)	(2)	Common Stock	2,340	(3)	D
Restricted Stock Units	(4)	(4)	Common Stock	6,639	(3)	D
Performance Based Restricted Stock Units	(5)	(5)	Common Stock	13,657	(6)	D
Performance Based Restricted Stock Units	(7)	(7)	Common Stock	840	(6)	D

Explanation of Responses:

- Includes 2,667 shares of restricted stock which will vest in two (2) equal installments on October 1, 2020 and 2021.
- These restricted stock units ("RSUs") will vest in three (3) equal installments on January 24, 2020, 2021 and 2022.
- Each RSU represents a contingent right to receive one share of common stock of the Company.
- These RSUs will vest on October 7, 2021.
- These performance-based restricted stock units ("PSUs") are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number of PSUs under the award. The number of PSUs that vest, if any, may vary from 0% to 300% of the target number shown, and is based on criteria related to the annual total shareholder return of the Company over the three-year period beginning on November 6, 2018. The time vesting requirement will be satisfied on November 6, 2021.
- Each PSU represents a contingent right to receive one share of common stock of the Company.
- These PSUs are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number of PSUs under the award. The number of PSUs that vest, if any, may vary from 0% to 150% of the target number shown, and is based on criteria related to the Company's total shareholder return relative to the companies comprising the S&P Food & Beverage Select Industry Index over the two-year period beginning on July 1, 2018. The time vesting requirement will be satisfied on June 30, 2020.

Remarks:

/s/ Kristy Meringolo, as
Attorney-in-Fact for Priscilla Kasenchak 11/07/2019

** 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.

POWER OF ATTORNEY

Know all by these presents that Priscilla Kasenchak, does hereby make, constitute and appoint each of Kristy Meringolo, Andrew Burchill and Cindy Sidor, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of The Hain Celestial Group, Inc. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications or forms relating to obtaining, updating or accessing EDGAR access codes, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to her ownership of or transactions in securities of The Hain Celestial Group, Inc., unless earlier revoked in writing. The undersigned acknowledges that Kristy Meringolo, Andrew Burchill and Cindy Sidor are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By: /s/ Priscilla Kasenchak
Priscilla Kasenchak

Date: October 30, 2019