SEC Form 4

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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[*]

Goldenitsch Wolfgang

(Last) (First) (Middle)

C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE

(Street)

LAKE SUCCESS NY 11042

(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
HAIN CELESTIAL GROUP INC [HAIN]

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2022

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X Officer (give title below)   Other (specify below)
CEO, International

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person |

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	11/18/2022		M[(1)]		2,453	A	[(2)]	34,351	D	
Common Stock	11/18/2022		F[(3)]		1,227	D	$20.35	33,124	D	

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)]	11/18/2022		M			2,453	[(4)]	[(4)]	Common Stock	2,453	$0	4,904	D	

Explanation of Responses:

1. On November 18, 2022, the Reporting Person had 2,453 restricted share units ("RSUs") vest, resulting in the Reporting Person receiving 2,453 shares of common stock of the Issuer prior to withholding for taxes.

2. The RSUs represented a contingent right to receive shares of the Issuer's common stock upon vesting.

3. The Issuer withheld 1,227 shares of common stock to satisfy the tax withholding obligations in connection with the vesting of 2,453 RSUs, pursuant to the terms of the applicable award agreement.

4. Of the 7,357 RSUs under this award, 2,453 RSUs vested on November 18, 2022, 2,453 RSUs vest on November 18, 2023 and 2,451 RSUs vest on November 18, 2024.

Remarks:

/s/ Andrew Burchill, as Attorney-in-Fact for Wolfgang Goldenitsch   11/22/2022

** 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.

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