

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>SIMON IRWIN D</u>			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) <u>Pres., CEO &amp; Chairman of Bd</u>		
(Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>1111 MARCUS AVENUE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2013</u>					
(Street) <u>LAKE SUCCESS NY 11042</u>			4. 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		
(City) (State) (Zip)								

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	11/18/2013		F		29,039 <sup>(1)</sup>	D	\$83.4	753,361	D	
Common Stock	11/19/2013		A		24,940 <sup>(2)</sup>	A	\$0	778,301	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- Represents the number of shares withheld to pay taxes incident to the vesting of restricted stock pursuant to the Restricted Stock Agreement between the Issuer and the reporting person.
- Represents a grant of restricted shares of the Issuer's common stock, half of which will vest on November 19, 2015, and half of which will vest on November 19, 2015, provided the Issuer achieves certain performance measures.

Irwin D. Simon

\*\* Signature of Reporting Person

11/20/2013

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.

THE HAIN CELESTIAL GROUP, INC.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of STEPHEN J. SMITH, DENISE M. FALTISCHEK and MIA G. DIBELLA, and I  
(1)execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of THE HAIN CELESTIAL GROUP, INC. (the Company)  
(2)do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 and 5  
(3)take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, or in the best interests of the undersigned.  
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, proper and necessary to be done in order to carry out the powers and authority hereinbefore granted, and to execute and deliver all instruments and documents which may be necessary or proper in the execution of the powers and authority hereinbefore granted.  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 (or any analogous forms).

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of October, 2013.

/s/ Irwin D. Simon \_\_\_\_\_  
Signature

Irwin D. Simon\_\_\_\_\_  
Print Name

INDIVIDUAL ACKNOWLEDGEMENT

STATE OF NEW YORK)

: ss.:

COUNTY OF NASSAU)

On this 31st day of October, 2013, before me personally appeared Irwin D. Simon personally known to me to be the person that executed this instrument and  
WITNESS my hand and official seal.

Signature /s/ Christine Kummer \_\_\_\_\_(Seal)