

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SIMON IRWIN D</u> (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>1111 MARCUS AVENUE</u> (Street) <u>LAKE</u> <u>NY</u> <u>11042</u> <u>SUCCESS</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [HAIN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2016</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., CEO & Chairman of Bd</u></div>
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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	11/18/2016		M		219,666	A	\$9.1	1,896,455	D	
Common Stock	11/18/2016		F		145,426	D ⁽¹⁾	\$38.72	1,751,029	D	
Common Stock ⁽²⁾	11/20/2016		F		11,350	D	\$39.45	1,739,679	D	
Common Stock								124,782	I	By trust
Common Stock								4,140	I	By spouse ⁽³⁾

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				
Stock Option (Right to Buy)	\$9.1	11/18/2016		M			219,666	(4)	11/19/2016	Common Stock	219,666	\$0	0	D	

Explanation of Responses:

1. In connection with Mr. Simon's stock option exercise of 219,666 shares, the Company retained 145,426 shares to satisfy the exercise price and tax withholding obligations of Mr. Simon.
2. On November 20, 2016, 20,334 shares of The Hain Celestial Group, Inc. (the "Company") restricted stock vested pursuant to the Restricted Stock Agreement between the Company and Mr. Simon (the "Agreement"). The Company retained 11,350 shares to satisfy the tax withholding obligations of Mr. Simon in connection with the vesting as required by the terms of the Agreement and consistent with the Company's practice for satisfying such U.S. tax withholding obligation.
3. Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.
4. The option, representing a right to purchase a total of 219,666 shares became exercisable in four equal annual installments beginning on November 19, 2010, which was the first anniversary of the date on which the option was granted. The option expired on November 19, 2016.

Remarks:

/s/ Irwin D. Simon
** Signature of Reporting Person

11/22/2016
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.