

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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

1. Name and Address of Reporting Person* <u>Wolfe Jeryl</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) 08/27/2019	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>Chief Supply Chain 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)
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**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	Amount or Number of Shares			
Performance Based Restricted Stock Units	(1)	(1)	Common Stock	45,331	(2)	D	
Restricted Stock Units	(3)	(3)	Common Stock	13,594	(4)	D	

**Explanation of Responses:**

- 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 Hain Celestial Group, Inc. (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 restricted stock units ("RSUs") will vest in three (3) equal installments on April 14, 2020, 2021 and 2022.
- Each RSU represents a contingent right to receive one share of common stock of the Company.

**Remarks:**

/s/ Jeryl Wolfe 09/06/2019  
 \*\* 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.

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