

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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>Karch David</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) <u>EVP &amp; Chief Operating Officer</u> Other (specify below) _____		
(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>09/08/2022</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 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			

**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
<u>Restricted Share Units</u>	<u>(1)</u>	<u>09/08/2022</u>		<u>A</u>		<u>24,052</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>24,052</u>	<u>\$0</u>	<u>24,052</u>	<u>D</u>	
<u>Performance Share Units</u>	<u>(3)</u>	<u>09/08/2022</u>		<u>A</u>		<u>7,937</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>7,937<sup>(4)</sup></u>	<u>\$0</u>	<u>7,937</u>	<u>D</u>	

**Explanation of Responses:**

- Each restricted share unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs, awarded as part of the Issuer's 2023-2025 Long Term Incentive Program, vest in three (3) equal annual installments on September 6, 2023, 2024 and 2025.
- Each performance share unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- The PSUs, awarded as part of the Issuer's 2023-2025 Long Term Incentive Program, are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number of PSUs. The number of PSUs that vest, if any, may vary from 0% to 200% of the target number reported, and is based on goals for the Issuer's compound annual total shareholder return over the three-year period from September 7, 2022 through September 6, 2025. The time vesting requirement will be satisfied on September 6, 2025.

**Remarks:**

/s/ Andrew Burchill, as  
Attorney-in-Fact for David 09/12/2022  
Karch

\*\* 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.

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.