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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**THE HAIN CELESTIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**22-3240619**  
(I.R.S. Employer Identification No.)

**221 River Street, 12th Floor  
Hoboken, New Jersey**  
(Address of Principal Executive Offices)

**07030**  
(Zip Code)

**THE HAIN CELESTIAL GROUP, INC. 2022 LONG TERM INCENTIVE AND STOCK AWARD PLAN, AS AMENDED**  
(Full title of the plan)

**Kristy M. Meringolo  
The Hain Celestial Group, Inc.  
221 River Street, 12th Floor  
Hoboken, New Jersey 07030  
(516) 587-5000**

(Name, address, telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

On October 31, 2024, the shareholders of The Hain Celestial Group, Inc. (the “Company” or the “Registrant”) approved a proposal (the “Proposal”) to increase the number of shares of common stock, \$.01 par value per share (“Common Stock”) authorized to be issued under The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan (the “Plan”) by 3,750,000 shares (the “Additional Shares”).

This Registration Statement on Form S-8 (this “Registration Statement”) is filed pursuant to General Instruction E of Form S-8 for the purpose of registering the Additional Shares. In accordance with General Instruction E of Form S-8, the content of the Registrant’s previously filed [Registration Statement on Form S-8](#) (File No. 333-268439), as filed with the Securities and Exchange Commission (the “SEC”) on November 17, 2022, is hereby incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents that have been filed by the Registrant with the SEC pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated herein by reference:

- (a) the Registrant’s [Registration Statement on Form S-8](#), as filed with the SEC on November 17, 2022 (File No. 333-268439);
- (b) the Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended June 30, 2024 (the “Annual Report”);
- (c) the Registrant’s [Definitive Proxy Statement](#) on Schedule 14A filed on September 19, 2024 (solely those portions that were incorporated by reference into the Annual Report);
- (d) the Registrant’s [Quarterly Report on Form 10-Q](#) for the quarter ended September 30, 2024;
- (e) the Registrant’s Current Reports on Form 8-K filed on [August 19, 2024](#) and [November 5, 2024](#); and
- (f) the description of the Registrant’s securities contained in [Exhibit 4.2](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended June 30, 2019.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents.

#### Item 8. Exhibits.

The exhibits filed as part of this Form S-8 are listed on the following Exhibit Index, which is incorporated herein by reference.

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## EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1	<a href="#"><u>Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2021 filed with the SEC on August 26, 2021).</u></a>
4.2	<a href="#"><u>The Hain Celestial Group, Inc. Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023, filed with the SEC on May 9, 2023).</u></a>
4.3	<a href="#"><u>Specimen of Common Stock Certificate (incorporated by reference to Exhibit 4.1 of Amendment 1 to the Company's Registration Statement on Form S-4 (Commission File No. 333-33830) filed with the SEC on April 24, 2000).</u></a>
5.1	<a href="#"><u>Opinion of Simpson Thacher &amp; Bartlett LLP.</u></a>
10.1*	<a href="#"><u>The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-8 filed with the SEC on November 17, 2022).</u></a>
10.2*	<a href="#"><u>First Amendment to The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on November 5, 2024).</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
23.2	Consent of Simpson Thacher & Bartlett LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).
107.1	<a href="#"><u>Filing fee table.</u></a>

\* Indicates management contract or compensatory plan or arrangement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hoboken, State of New Jersey, on November 7, 2024.

THE HAIN CELESTIAL GROUP, INC.

By: /s/ Kristy M. Meringolo  
Name: Kristy M. Meringolo  
Title: Chief Legal and Corporate Affairs Officer, Corporate Secretary

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Wendy P. Davidson, Lee A. Boyce and Kristy M. Meringolo his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this Registration Statement on Form S-8 (including, without limitation, any additional registration statement filed pursuant to Rule 462 under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his or her substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Wendy P. Davidson</u> <b>Wendy P. Davidson</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 7, 2024
<u>/s/ Lee A. Boyce</u> <b>Lee A. Boyce</b>	Chief Financial Officer (Principal Financial Officer)	November 7, 2024
<u>/s/ Michael J. Ragusa</u> <b>Michael J. Ragusa</b>	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 7, 2024
<u>/s/ Dawn M. Zier</u> <b>Dawn M. Zier</b>	Chair of the Board	November 7, 2024
<u>/s/ Neil Campbell</u> <b>Neil Campbell</b>	Director	November 7, 2024
<u>/s/ Celeste A. Clark</u> <b>Celeste A. Clark</b>	Director	November 7, 2024
<u>/s/ Shervin J. Korangy</u> <b>Shervin J. Korangy</b>	Director	November 7, 2024
<u>/s/ Alison E. Lewis</u> <b>Alison E. Lewis</b>	Director	November 7, 2024

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/s/ Michael B. Sims

**Michael B. Sims**

Director

November 7, 2024

/s/ Carlyn R. Taylor

**Carlyn R. Taylor**

Director

November 7, 2024

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## Simpson Thacher &amp; Bartlett LLP

425 LEXINGTON AVENUE  
NEW YORK, NY 10017-3954

TELEPHONE: +1-212-455-2000  
FACSIMILE: +1-212-455-2502

Direct Dial Number

E-mail Address

November 7, 2024

The Hain Celestial Group, Inc.  
221 River Street, 12th Floor  
Hoboken, New Jersey 07030

Ladies and Gentlemen:

We have acted as counsel to The Hain Celestial Group, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to the issuance by the Company of up to 3,750,000 shares of Common Stock, \$.01 par value per share, of the Company (the “Shares”) pursuant to The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan, as Amended by the First Amendment dated October 31, 2024 (the “Plan”).

We have examined the Registration Statement, the Restated Certificate of Incorporation of the Company and the Plan, each of which have been filed with the Commission as exhibits to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

BELJING      HONG KONG      HOUSTON      LONDON      LOS ANGELES      NEW YORK      PALO ALTO      SÃO PAULO      TOKYO

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In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon issuance and delivery in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to The Hain Celestial Group, Inc. First Amendment to the 2022 Long Term Incentive and Stock Award Plan of our reports dated August 27, 2024, with respect to the consolidated financial statements and schedule of The Hain Celestial Group, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of The Hain Celestial Group, Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended June 30, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Jericho, New York  
November 7, 2024

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**The Hain Celestial Group, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$.01 par value per share	Other	3,750,000 <sup>(2)</sup>	\$8.79 <sup>(3)</sup>	\$32,962,500	\$153.10 per \$1,000,000	\$5,046.56
Total Offering Amounts					\$32,962,500		\$5,046.56
Total Fee Offsets							\$0
Net Fee Due							\$5,046.56

- (1) In accordance with Rule 416 under the Securities Act, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations, other capital adjustments or similar transactions.
- (2) As described in the Explanatory Note in this Registration Statement, represents 3,750,000 Additional Shares available for issuance under the Plan.
- (3) Estimated in accordance with the provisions of Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee and calculated based upon the average of the high and low prices of the Registrant's Common Stock, as reported on The Nasdaq Stock Market LLC on October 31, 2024.

