

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 15, 2023



THE HAIN CELESTIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22818
(Commission File Number)

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

4600 Sleepytime Drive, Boulder, CO 80301
(Address of principal executive offices)

Registrant's telephone number, including area code: **(516) 587-5000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	HAIN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth
company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At a meeting of the Board of Directors (the “Board”) of The Hain Celestial Group, Inc. (the “Company”) held on August 15, 2023, upon the recommendation of the Corporate Governance and Nominating Committee, the Board appointed Neil Campbell as a new director, effective September 1, 2023. Mr. Campbell was also appointed as a member of the Strategy Committee of the Board, effective upon his appointment as a director. Mr. Campbell will be nominated for reelection at the Company’s 2023 annual meeting of stockholders.

Mr. Campbell served as the Managing Director of Warburtons Limited, the largest bakery business and one of the largest individual food or drink brands in the United Kingdom, from 2013 to August 2022. As Managing Director, Mr. Campbell oversaw all operations at Warburtons. Mr. Campbell led Warburtons’ transformation from a bread-centric business to a broader portfolio of bakery products. Prior to joining Warburtons, from 1993 to 2013, Mr. Campbell served in roles of increasing responsibility at PepsiCo, Inc. in North America, the United Kingdom and Benelux, including as President of Tropicana North America from 2008 to 2013 and as General Manager of Walkers Snacks in the United Kingdom from 2005 to 2008. Mr. Campbell began his career at Cadbury Schweppes in the United Kingdom and the United States.

There is no arrangement or understanding between Mr. Campbell and any other person pursuant to which Mr. Campbell was selected as a director. There have been no transactions involving Mr. Campbell that would be required to be disclosed by Item 404(a) of Regulation S-K.

The Corporate Governance and Nominating Committee of the Board has determined that Mr. Campbell is “independent” as defined by applicable rules of The Nasdaq Stock Market LLC and the U.S. Securities and Exchange Commission (the “SEC”) applicable to Board service.

In connection with his service as a non-employee director, Mr. Campbell will receive prorated compensation in accordance with the Company’s compensation program for non-employee directors as described in the Company’s proxy statement for its 2022 Annual Meeting of Stockholders, filed with the SEC on October 7, 2022. The Company also expects Mr. Campbell to enter into the Company’s standard indemnification agreement for its non-employee directors.

A copy of the Company’s press release issued on August 18, 2023 announcing Mr. Campbell’s appointment to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of The Hain Celestial Group, Inc. dated August 18, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 18, 2023

THE HAIN CELESTIAL GROUP, INC.

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

Former PepsiCo and Warburtons Executive Neil Campbell to Join Hain Celestial Group's Board of Directors

BOULDER, Colo., August 18, 2023 /PRNewswire/ -- Hain Celestial Group (Nasdaq: HAIN), a leading manufacturer of better-for-you brands that inspire healthier living, announced today that Neil Campbell has been appointed to its Board of Directors, effective September 1. As part of a planned board succession, Mark Schiller, former Hain CEO and current Board Director, and Dean Hollis, current Board Director and past Board Chair, will not be standing for re-election at the annual shareholder meeting.

"Neil is an outstanding addition to our board," said Dawn Zier, Board Chair for Hain Celestial Group. "He brings strong CPG and international expertise to Hain which will help guide our strategy to unlock growth as a global enterprise and achieve sustainable and dependable results. On behalf of the Board of Directors, I want to thank Mark and Dean for their leadership and many contributions to Hain during their tenure and wish them all the best in the future."

Neil Campbell has over 35 years of branded food industry experience having worked for a number of CPG companies across the UK, North America, and Benelux, including Cadbury Schweppes, PepsiCo, and leading UK bakery business, Warburtons. He began his career at Cadbury Schweppes in the UK and U.S. where he worked in brand management and new product development. From there he joined PepsiCo to manage the Walkers snacks brand business and quickly rose through the ranks to lead the marketing function in Benelux and the UK. He was appointed General Manager of Walkers in 2005 and was ultimately named President of Tropicana North America in 2008. Most recently, Campbell spent the last nine years serving as Managing Director for Warburtons. Campbell holds a Law Degree from Cambridge University where he graduated with the distinction of Squire Scholar and graduated Barrister at Law from Middle Temple.

"I am proud of the progress that's been made to transform the company for future growth," said Schiller. "I fully support the new *Hain Reimagined* growth strategy which will enable the company to achieve its full potential as a globally integrated enterprise."

"It has been an honor and privilege serving on the board the last six years," said Hollis. "I look forward to seeing Hain continue to evolve and deliver even greater value as a leading better for you company."

-More-

The board succession plan was finalized at Hain's Board of Directors meeting held on August 15, 2023. The plan supports the company's new business growth strategy *Hain Reimagined*, which will be unveiled at its Investor Day event in New York City on September 13, 2023. A live webcast and replay of the event will be available on Hain's Investor Relations website at www.ir.Hain.com.

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About The Hain Celestial Group

Hain Celestial Group is a global health and wellness company whose purpose is to inspire healthier living for people, communities, and the planet through better-for-you brands. For more than 30 years, our portfolio of beloved brands has intentionally focused on delivering nutrition and well-being that positively impacts today and tomorrow. Hain Celestial's products across snacks, baby/kids, beverages, meal preparation, and personal care, are marketed and sold in over 75 countries around the world. Our leading brands include Garden Veggie™ Snacks, Terra® chips, Garden of Eatin'® snacks, Earth's Best® and Ella's Kitchen® baby and toddler foods, Celestial Seasonings® teas, Joya® and Natumi® plant-based beverages, Greek Gods® yogurt, Yorkshire Provender®, Cully & Sully® and Covent Garden® soups, Yves® and Linda McCartney's® (under license) meat-free, Alba Botanica® natural sun care, and Live Clean® personal care products, among others. For more information, visit hain.com and [LinkedIn](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, our results may differ materially from those expressed or implied by such forward-looking statements. The words "believe," "expect," "anticipate," "may," "should," "plan," "intend," "potential," "will" and similar expressions are intended to identify such forward-looking statements. Forward-looking statements include, among other things, our beliefs or expectations relating to our future performance, results of operations and financial condition; our strategic initiatives; and our business strategy.

The risks and uncertainties that may cause actual results to differ materially from forward-looking statements are described in our most recent Annual Report on Form 10-K and our other filings from time to time with the U.S. Securities and Exchange Commission.

We undertake no obligation to update forward-looking statements to reflect actual results or changes in assumptions or circumstances, except as required by applicable law.

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