

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Davidson Wendy P</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2023</u>			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		
<u>C/O THE HAIN CELESTIAL GROUP, INC. 221 RIVER STREET, 12TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
<u>HOBOKEN NJ 07030</u>								
(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			
<u>Common Stock</u>	<u>09/06/2023</u>		<u>M⁽¹⁾</u>		<u>11,915</u>	<u>A</u>	<u>(2)</u>	<u>11,915</u>	<u>D</u>	
<u>Common Stock</u>	<u>09/06/2023</u>		<u>F⁽³⁾</u>		<u>5,279</u>	<u>D</u>	<u>\$9.69</u>	<u>6,636</u>	<u>D</u>	

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>(2)</u>	<u>09/06/2023</u>		<u>M</u>			<u>11,915</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>11,915</u>	<u>\$0</u>	<u>23,831</u>	<u>D</u>	

Explanation of Responses:

- On September 6, 2023, the Reporting Person had 11,915 restricted share units ("RSUs") vest, resulting in the Reporting Person receiving 11,915 shares of common stock of the Issuer prior to withholding for taxes.
- The RSUs represented a contingent right to receive shares of the Issuer's common stock upon vesting.
- The Issuer withheld 5,279 shares of common stock to satisfy the tax withholding obligations in connection with the vesting of 11,915 RSUs, pursuant to the terms of the applicable award agreement.
- Of the 35,746 RSUs under this award, 11,915 RSUs vested on September 6, 2023, 11,915 RSUs vest on September 6, 2024 and 11,916 RSUs vest on September 6, 2025.

Remarks:

/s/ Andrew S. Burchill, as
Attorney-in-Fact for Wendy P. Davidson 09/08/2023

** 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.