

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Idrovo Javier H</u> (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>1111 MARCUS AVENUE</u> (Street) <u>LAKE</u> <u>NY</u> <u>11042</u> <u>SUCCESS</u> (City) (State) (Zip)	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 Officer (give title below) Other (specify below) X <u>EVP & Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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
Performance Based Restricted Stock Units	(1)	12/02/2019		A		100,000 ⁽²⁾		(3)	(3)	Common Stock	100,000	\$0	100,000	D	
Performance Based Restricted Stock Units	(1)	12/02/2019		A		40,017 ⁽⁴⁾		(3)	(3)	Common Stock	40,017	\$0	140,017	D	
Restricted Stock Units	(5)	12/02/2019		A		52,021 ⁽⁶⁾		(7)	(7)	Common Stock	52,021	\$0	52,021	D	

Explanation of Responses:

- Each performance-based restricted stock unit ("PSU") represents a contingent right to receive one share of common stock of The Hain Celestial Group, Inc. (the "Company").
- This PSU award represents the Reporting Person's long-term incentive opportunity for fiscal years 2020 and 2021.
- These 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 Company over the three-year period beginning on November 6, 2018. The time vesting requirement will be satisfied on November 6, 2021.
- This PSU award represents one-time compensation intended to recognize the compensation the Reporting Person forfeited from the Reporting Person's former employer to join the Company.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Company.
- This RSU award represents one-time compensation intended to recognize the compensation the Reporting Person forfeited from the Reporting Person's former employer to join the Company.
- These RSUs will vest in two (2) equal installments on December 2, 2020 and 2021.

Remarks:

/s/ Kristy Meringolo, as
Attorney-in-Fact for Javier H. Idrovo 12/04/2019

** 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 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.

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