1. Name and Address of Reporting Person
Engaged Capital Co-Invest VI-D, L.P.

   (Last)   (First)   (Middle)
   610 NEWPORT CENTER DRIVE, SUITE 250
   NEWPORT BEACH CA 92660

2. Issuer Name and Ticker or Trading Symbol
   HAIN CELESTIAL GROUP INC [ HAIN ]

3. Date of Earliest Transaction (Month/Day/Year)
   05/14/2020

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   X
   Other (specify below)
   See Footnote 1

4. If Amendment, Date of Original Filed
   (Month/Day/Year)
   05/14/2020

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   X
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock(1)(2)</td>
<td>05/14/2020</td>
<td>s(11)</td>
<td>61,000</td>
<td>D $29.9772</td>
<td>2,248,865</td>
<td>D</td>
<td>I By: Engaged Capital Flagship Master Fund, LP(3)</td>
</tr>
<tr>
<td>Common Stock(1)(2)</td>
<td>05/14/2020</td>
<td>s(11)</td>
<td>44,426</td>
<td>D $29.9772</td>
<td>193,229</td>
<td>D</td>
<td>I By: Managed Account of Engaged Capital, LLC(8)</td>
</tr>
<tr>
<td>Common Stock(1)(2)</td>
<td>05/15/2020</td>
<td>s(11)</td>
<td>368,820</td>
<td>D $29.7524</td>
<td>1,880,045</td>
<td>D</td>
<td>I By: Engaged Capital Flagship Master Fund, LP(3)</td>
</tr>
<tr>
<td>Common Stock(1)(2)</td>
<td>05/15/2020</td>
<td>s(11)</td>
<td>31,180</td>
<td>D $29.7524</td>
<td>162,049</td>
<td>D</td>
<td>I By: Managed Account of Engaged Capital, LLC(8)</td>
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<tr>
<td>Common Stock(1)(2)</td>
<td>05/18/2020</td>
<td>s(11)</td>
<td>160,400</td>
<td>D $29.1862</td>
<td>1,719,645</td>
<td>D</td>
<td>I By: Engaged Capital Flagship Master Fund, LP(3)</td>
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<tr>
<td>Common Stock(1)(2)</td>
<td>05/18/2020</td>
<td>s(11)</td>
<td>14,600</td>
<td>D $29.1862</td>
<td>147,449</td>
<td>D</td>
<td>I By: Managed Account of Engaged Capital, LLC(8)</td>
</tr>
</tbody>
</table>
### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (1)</td>
<td></td>
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<td>27,198</td>
<td>I</td>
<td>By: Glenn W. Welling</td>
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<td>Common Stock (1)</td>
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<td>2,106,956</td>
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<td>By: Engaged Capital Co-Invest VI, LP (4)</td>
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<td>Common Stock (1)</td>
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<td>4,391,753</td>
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<td>By: Engaged Capital Co-Invest VI-A, LP (5)</td>
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<tr>
<td>Common Stock (1)</td>
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<td>2,311,388</td>
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<td>By: Engaged Capital Co-Invest VI-B, LP (6)</td>
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<td>Common Stock (1)</td>
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<td>4,207,565</td>
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<td>By: Engaged Capital Co-Invest VI-E, LP (7)</td>
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<tr>
<td>Common Stock (1)</td>
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<td>4,096,052</td>
<td>I</td>
<td>By: Engaged Capital Co-Invest VI-D, LP (8)</td>
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<tr>
<td>Common Stock (1)</td>
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<td>1,407,543</td>
<td>I</td>
<td>By: Engaged Capital Co-Invest VI-C, LP (9)</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

1. Name and Address of Reporting Person:

**Engaged Capital Co-Invest VI-D, L.P.**

(First) (Last) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250
**Explanation of Responses:**


2. To ensure that all of the Reporting Persons gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

4. Securities owned directly by Engaged Capital Co-Invest VI. As the general partner and investment adviser of Engaged Capital Co-Invest VI, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI.

5. Securities owned directly by Engaged Capital Co-Invest VI-A. As the general partner and investment adviser of Engaged Capital Co-Invest VI-A, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A.

6. Securities owned directly by Engaged Capital Co-Invest VI-B. As the general partner and investment adviser of Engaged Capital Co-Invest VI-B, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B.

7. Securities owned directly by Engaged Capital Co-Invest VI-C. As the general partner and investment adviser of Engaged Capital Co-Invest VI-C, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C.

8. Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

9. Securities owned directly by Engaged Capital Co-Invest VI-D. As the general partner and investment adviser of Engaged Capital Co-Invest VI-D, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D.

10. Securities owned directly by Engaged Capital Co-Invest VI-E. As the general partner and investment adviser of Engaged Capital Co-Invest VI-E, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E.

11. Due to recent market volatility and the appreciation of the Issuer's stock price from the success of the Issuer's ongoing business transformation, the size of the Reporting Persons' investment in the shares as a percentage of their portfolio has exceeded the Reporting Persons' position size limit for risk management purposes. Accordingly, the Reporting Persons have adjusted the size of their position in the shares. The Issuer's shares remain the largest holding in the Reporting Persons' investment portfolio.

**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)(ii).*


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.