

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

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

THE HAIN CELESTIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

1111 Marcus Avenue
Lake Success, New York
(Address of Principal Executive Offices)

11042
(Zip Code)

THE HAIN CELESTIAL GROUP, INC. 2019 EQUITY INDUCEMENT AWARD PROGRAM
(Full title of the plan)

Kristy Meringolo
The Hain Celestial Group, Inc.
1111 Marcus Avenue
Lake Success, New York
(516) 587-5000s

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

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	3,000,000 (1)(2)	\$17.51 (3)	\$52,530,000	\$6,366.64

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers any additional shares of common stock, par value \$0.01 per share (the "Common Stock") of The Hain Celestial Group, Inc. (the "Company" or the "Registrant") that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (2) Represents 3,000,000 shares of our Common Stock that may be issued upon the satisfaction of the time and performance-based vesting requirements of the performance units granted as an inducement award in connection with employment with the Company.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457. The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of Common Stock as reported on the Nasdaq Global Select Market on February 12, 2019 (i.e., \$18.35 and \$16.67 respectively). Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the securities registered on this Form S-8 only.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in this Part I will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents which have been filed by the Registrant with the Commission 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 Annual Report on Form 10-K for the fiscal year ended June 30, 2018;
- (b) all documents filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Annual Report referred to in (a), above; and
- (c) the description of our capital stock contained in the Registration Statement on Form 8-A/A dated November 12, 1993 and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 102 of the DGCL permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Registrant is party to separate indemnification agreements with each of its directors and executive officers. Each indemnification agreement provides, among other things, for indemnification to the fullest extent permitted by law and the Registrant's Amended and Restated Certificate of Incorporation (as amended) and Amended and Restated Bylaws against any and all expenses, judgments, fines, penalties and amounts paid in settlement of any claim. The indemnification agreements provide for the advancement or payment of all expenses to the Indemnitee and for the reimbursement to the Registrant if it is found that such Indemnitee is not entitled to such indemnification under applicable law and the Registrant's Amended and Restated Certificate of Incorporation (as amended) and Amended and Restated Bylaws.

The Registrant maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits filed as part of this Form S-8 are listed on the Exhibit Index immediately following “Item 9. Undertakings”, which is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) herein do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant’s annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of Amendment No. 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>
4.2	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of The Hain Celestial Group, Inc. (incorporated by reference to Exhibit 3.2(b) of the Company's Current Report on Form 8-K filed with the SEC on November 26, 2014).</u>
4.3	<u>The Hain Celestial Group, Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on December 7, 2018).</u>
4.4	<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 Commission on April 24, 2000).</u>
5.1	<u>Opinion of Weil, Gotshal & Manges LLP.</u>
10.1	<u>The Hain Celestial Group, Inc. 2019 Equity Inducement Award Program.</u>
23.1	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Weil, Gotshal & Manges LLP (contained in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page).</u>

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 Lake Success, State of New York, on February 19, 2019.

THE HAIN CELESTIAL GROUP, INC.

By: /s/ James Langrock
Name: James Langrock
Title: Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Mark Schiller and James Langrock 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.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Mark L. Schiller</u> Mark L. Schiller	President and Chief Executive Officer (Principal Executive Officer)	February 19, 2019
<u>/s/ James Langrock</u> James Langrock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 19, 2019
<u>/s/ Michael McGuinness</u> Michael McGuinness	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 19, 2019

<hr/> <i>/s/ Celeste A. Clark, Ph.D.</i> Celeste A. Clark, Ph.D.	Director	February 19, 2019
<hr/> <i>/s/ Andrew R. Heyer</i> Andrew R. Heyer	Director	February 19, 2019
<hr/> <i>/s/ Dean Hollis</i> Dean Hollis	Director	February 19, 2019
<hr/> <i>/s/ Shervin J. Korangy</i> Shervin J. Korangy	Director	February 19, 2019
<hr/> <i>/s/ Roger Meltzer</i> Roger Meltzer	Director	February 19, 2019
<hr/> <i>/s/ Mark Schiller</i> Mark Schiller	Director	February 19, 2019
<hr/> <i>/s/ Jack L. Sinclair</i> Jack L. Sinclair	Director	February 19, 2019
<hr/> <i>/s/ Glenn W. Welling</i> Glenn W. Welling	Director	February 19, 2019
<hr/> <i>/s/ Dawn M. Zier</i> Dawn M. Zier	Director	February 19, 2019

Weil, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

February 19, 2019

The Hain Celestial Group, Inc.
1111 Marcus Avenue
Lake Success, New York 11042

Ladies and Gentlemen:

We have acted as counsel to The Hain Celestial Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of up to 3,000,000 shares of Common Stock, par value \$0.01 per share, of the Company (the "Shares"), which may be issued pursuant to The Hain Celestial Group, Inc. 2019 Equity Inducement Award Program (the "Plan"), which is filed as Exhibit 10.1 to the Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Amended and Restated Certificate of Incorporation of the Company, and all amendments thereto; (ii) the Amended and Restated By-Laws of the Company; (iii) the Plan; (iv) the Registration Statement; and (v) such corporate 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 inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares, when issued and delivered upon the receipt of consideration constituting lawful consideration under Delaware law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as an exhibit to the Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

THE HAIN CELESTIAL GROUP, INC.
2019 EQUITY INDUCEMENT AWARD PROGRAM

As of February 15, 2019

1. *Purpose.* The primary purpose of The Hain Celestial Group, Inc. 2019 Equity Inducement Award Program (the “**Program**”) is to further the long term stability and success of The Hain Celestial Group, Inc. (the “**Company**”), its Subsidiaries and Affiliates by providing a program to reward selected individuals hired as employees of the Company with grants of inducement awards (the “**Inducement Awards**”). The Board of Directors of the Company (the “**Board**”) believes that such awards induce participants to become employed by the Company, encourage superior quality work and further align the interests of the Company’s employees, Directors and shareholders. Unless provided herein or in the award agreement for an Inducement Award (the “**Inducement Award Agreement**”), the operative terms of the Inducement Awards granted under this Program shall adhere to the terms and conditions of The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan (the “**Plan**”), but are intended to qualify for the exception from the requirement for the Company’s shareholders to approve equity incentive plans under Nasdaq Listing Rule 5635(c)(4) and accordingly will be granted under the Program, not the Plan.
2. *Definitions.* Unless defined in this Program, capitalized terms shall have the meanings ascribed to them in the Plan.
3. *Stock.* The total number of shares of Company common stock available for the issuance of Inducement Awards under the Program shall be 3,000,000. The Board may exercise the power to determine and make Inducement Awards under the Program or delegate such power to a committee of the Board (in either case, the body exercising such power shall be referred to as the “**Committee**”). The Shares subject to Inducement Awards shall not be counted against the Shares reserved for issuance under the Plan or the per Participant award limits under the Plan.
4. *Eligibility.* The Committee shall have the power and discretion to determine the eligible participants to receive Inducement Awards (the “**Eligible Participants**”), but Inducement Awards may only be granted to Eligible Participants in connection with becoming an employee of the Company.
5. *Awards Under the Program.* The Committee shall have the power and discretion to grant any type of incentive award authorized under the Plan to Eligible Participants, subject to the terms governing such type of incentive award; provided, however, that the provisions of Section 4 of the Plan that limit the size or amount of award that may be granted to an individual in a given year shall not apply. Each Inducement Award Agreement will set forth the number of shares covered by the award, the terms and conditions of the award (including amendments to any terms and conditions), the exercise price, if applicable, and the methods by which the award may be exercised, if applicable, cancelled, forfeited or suspended.
6. *Amendments and Termination.*
 - (a) *Program Amendments:* The Board or Committee may amend the Program as it deems advisable.
 - (b) *Inducement Award Amendments:* The Committee may also amend as it deems advisable the terms of an Inducement Award. However, the Committee may not amend the terms of any Inducement Award in a manner that adversely affects such award without participant consent, except as permitted under the Plan; provided, however, that such amendments, shall, to the extent deemed necessary or appropriate by the Board of Directors of the Company in order to comply with any applicable law or listing rules, be subject to shareholder approval.

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- (c) *Termination:* The Board, in its sole discretion, may terminate the Program at any time, except, with respect to outstanding Inducement Awards, the Committee may not terminate the Program in a manner that adversely impacts such awards without the affected participant's consent.
7. *Interpretation.* The terms of this Program shall be governed in all respects by the laws of the State of Delaware.

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. 2019 Equity Inducement Award Program of our reports dated August 29, 2018, with respect to the consolidated financial statements and schedule of Hain Celestial Group, Inc. and the effectiveness of internal control over financial reporting of the Hain Celestial Group, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2018, filed with the Securities and Exchange Commission

/s/ Ernst & Young LLP

Jericho, New York
February 19, 2019