

**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): November 19, 2019



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.)

1111 Marcus Avenue, Lake Success, NY 11042

(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: N/A

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	HAIN	The NASDAQ® Global Select Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On November 19, 2019, The Hain Celestial Group, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders. The matters voted upon and the voting results are set forth below.

Proposal No. 1 – Election of Directors

The following nine director nominees were elected to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified, based upon the following vote:

	For	Against	Abstain	Broker Non-Votes
Richard A. Beck	85,487,451	784,142	236,716	7,450,020
Celeste A. Clark, Ph.D.	85,674,775	757,725	75,809	7,450,020
Dean Hollis	84,390,338	1,873,559	244,412	7,450,020
Shervin J. Korangy	85,719,707	543,017	245,585	7,450,020
Roger Meltzer	74,998,871	11,251,637	257,801	7,450,020
Mark L. Schiller	85,799,253	458,553	250,503	7,450,020
Michael B. Sims	85,638,717	626,285	243,307	7,450,020
Glenn W. Welling	84,834,590	1,577,846	95,873	7,450,020
Dawn M. Zier	72,684,345	13,748,081	75,883	7,450,020

Proposal No. 2 – Advisory Vote to Approve Named Executive Officer Compensation

The proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers for the fiscal year ended June 30, 2019 was approved based upon the following vote:

For	Against	Abstain	Broker Non-Votes
82,398,476	3,960,184	149,649	7,450,020

Proposal No. 3 – Ratification of Appointment of Registered Independent Accountants

The proposal to ratify the appointment of Ernst & Young LLP as the Company’s registered independent accountants for the fiscal year ending June 30, 2020 was approved based upon the following vote:

For	Against	Abstain	Broker Non-Votes
92,355,805	1,516,706	85,818	0

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: November 21, 2019

THE HAIN CELESTIAL GROUP, INC.

By: /s/ Kristy Meringolo
Name: Kristy Meringolo
Title: Senior Vice President, General Counsel, Corporate Secretary and
Chief Compliance Officer