

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Schiller Mark L.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Stock	11/05/2021		F <sup>(1)</sup>		12,823	D	\$45.86	85,886	D	
Common Stock	11/06/2021		M <sup>(2)</sup>		350,000	A	<sup>(3)</sup>	435,886	D	
Common Stock	11/06/2021		F <sup>(4)</sup>		171,395	D	\$45.86	264,491	D	

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	<sup>(3)</sup>	11/06/2021		M			350,000	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	350,000	\$0	0	D	

Explanation of Responses:

- The Issuer withheld 12,823 shares of common stock to satisfy the tax withholding obligations in connection with the vesting of 26,185 shares of restricted stock, pursuant to the terms of the applicable award agreement.
- On November 6, 2021, the Reporting Person's performance-based restricted stock units ("PSUs") vested at target, resulting in the Reporting Person receiving 350,000 shares of common stock of the Issuer prior to withholding for taxes.
- These PSUs, awarded as part of the Issuer's 2019-2021 Long-Term Incentive Plan, represented a contingent right to receive shares of the Issuer's common stock upon the Issuer's attainment of goals for compound annual total shareholder return over the three-year period ended November 6, 2021. The PSUs represented a contingent right to receive from 0 to 1,050,000 shares of the Issuer's common stock, with 350,000 shares representing the target number awarded on the grant date. The PSUs vested at 100% of target based on the Issuer's compound annual total shareholder return exceeding 15% over the performance period. The PSUs were also subject to a time vesting requirement which was satisfied on November 6, 2021.
- The Issuer withheld 171,395 shares of common stock to satisfy the tax withholding obligations in connection with the vesting of 350,000 PSUs, pursuant to the terms of the applicable award agreement.

Remarks:

/s/ Andrew Burchill, as  
Attorney-in-Fact for Mark L. Schiller 11/09/2021

\*\* 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.