FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGE	S IN BENEFIC	CIAL OWNE	ERSHIP

OMB APPR	OVAL
OMB Number:	3235-0287
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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

		on [*]	2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			in m. Garage and a m. ,	X	Director	10% Owner			
(Last) 610 NEWPORT SUITE 250	(First) CENTER DRIVI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2022		Officer (give title below)	Other (specify below)			
-			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing	(Check Applicable			
(Street) NEWPORT BEACH	CA	92660		Line) X	Form filed by One Repo Form filed by More than Person	9			
(City)	(State)	(Zip)							

BEACH CA 92	660							Form filed by Mo Person	ore than One Re	porting
(City) (State) (Zi	p)									
Table I	- Non-Derivativ	e Securities A	cquire	d, D	isposed o	f, or B	eneficially	/ Owned		
L. 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	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	Transaction(s) (Instr. 3 and 4)		(1113411 4)
Common Stock	03/02/2022		S		301,998	D	\$36.0327	1,417,647	I	By: Engaged Capital Flagship Master Fund, LP ⁽¹⁾⁽³⁾
Common Stock	03/02/2022		S		48,002	D	\$36.0327	99,447	I	By: Managed Account of Engaged Capital, LLC ⁽²⁾⁽³⁾
Common Stock	03/03/2022		S		256,853	D	\$35.539	1,160,794	I	By: Engaged Capital Flagship Master Fund, LP ⁽¹⁾⁽³⁾
Common Stock	03/03/2022		S		18,147	D	\$35.539	81,300	I	By: Managed Account of Engaged Capital, LLC ⁽²⁾⁽³⁾
Common Stock	03/04/2022		S		7,800	D	\$34.9789	1,152,994	I	By: Engaged Capital Flagship Master Fund, LP ⁽¹⁾⁽³⁾
Common Stock	03/04/2022		S		3,033	D	\$34.9789	78,267	I	By: Managed Account of Engaged Capital, LLC ⁽²⁾⁽³⁾
Common Stock								39,108	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ite	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	Amount or Number of Shares				

Explanation of Responses:

- 1. Securities owned directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"). As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital, LLC ("Engaged Capital, LLC ("Engaged Capital Flagship Master. Engaged Capital Holdings, LLC ("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.
- 2. 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.
- 3. Mr. Welling disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that Mr. Welling is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

The sales reported herein were undertaken for portfolio management purposes to provide capital for a previously committed investment

<u>Glenn W. Welling</u> <u>03/04/2022</u>

** 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.