

**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): February 28, 2017



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

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))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On February 28, 2017, The Hain Celestial Group, Inc. (the “Company”) received a notification letter from the Staff of the Listing Qualifications Department of The NASDAQ Stock Market LLC (“Nasdaq”) notifying the Company that it has not regained compliance with NASDAQ Listing Rule 5250(c)(1) (the “Rule”), the continued listing requirement to timely file all required periodic reports with the Securities and Exchange Commission (the “SEC”), and, therefore, that its common stock would be subject to delisting unless the Company timely requests a hearing before a NASDAQ Hearings Panel (the “Panel”). The Company fully intends to timely request a hearing before the Panel to present its plan for regaining compliance with the Rule and request continued listing pending its return to compliance.

The Company will present to the Panel, which will make a decision based on the compliance plan submitted and the Company’s presentation, to grant the Company an extension of time within which to regain compliance with the Rule for a period of up to 360 days from the original due date of the Company’s first late filing.

Upon the filing of its Annual Report on Form 10-K for the period ended June 30, 2016 and its Quarterly Reports on Form 10-Q for the periods ended September 30, 2016 and December 31, 2016 with the SEC, the Company will regain compliance with the Rule. The Company is working toward a conclusion in its financial reporting process.

The Company issued a press release on March 6, 2017 disclosing its receipt of the notification from Nasdaq in accordance with Nasdaq Listing Rule 5810(b). A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 3.01 by reference.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On March 6, 2017, the Company announced that effective immediately, John Carroll has been appointed Executive Vice President, Global Brands, Categories and New Business Ventures of the Company and will no longer serve as the Company’s Executive Vice President and Chief Executive Officer - Hain Celestial North America.

A copy of the press release announcing Mr. Carroll’s new responsibilities is attached to this Report as Exhibit 99.2 and is incorporated into this Item 5.02 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of The Hain Celestial Group, Inc. dated March 6, 2017.
99.2	Press Release of The Hain Celestial Group, Inc. dated March 6, 2017.

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: March 6, 2017

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

By: /s/ Pasquale Conte
Name: Pasquale Conte
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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99.2	Press Release of The Hain Celestial Group, Inc. dated March 6, 2017.



Hain Celestial Receives Expected Nasdaq Notice

Lake Success, NY, March 6, 2017—The Hain Celestial Group, Inc. (Nasdaq: HAIN) announced today that, as expected, it received a letter dated February 28, 2017 from the Staff of the Listing Qualifications Department of The NASDAQ Stock Market LLC (“Nasdaq”) notifying the Company that it has not regained compliance with NASDAQ Listing Rule 5250(c)(1) (the “Rule”), the continued listing requirement to timely file all required periodic reports with the Securities and Exchange Commission (the “SEC”), and, therefore, that its common stock would be subject to delisting unless the Company timely requests a hearing before a NASDAQ Hearings Panel (the “Panel”). The Company fully intends to timely request a hearing before the Panel to present its plan for regaining compliance with the Rule and request continued listing pending its return to compliance.

The Company will present to the Panel, which will make a decision based on the plan for regaining compliance submitted and the Company’s presentation, to grant the Company an extension of time within which to regain compliance with the Rule for a period of up to 360 days from the original due date of the Company’s first late filing.

Upon the filing of its Annual Report on Form 10-K for the period ended June 30, 2016 and its Quarterly Reports on Form 10-Q for the periods ended September 30, 2016 and December 31, 2016 with the SEC, the Company will regain compliance with the Rule. The Company is working toward a conclusion in its financial reporting process.

The Hain Celestial Group, Inc.

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Lake Success, NY, is a leading organic and natural products company with operations in North America, Europe and India. Hain Celestial participates in many natural categories with well-known brands that include Celestial Seasonings®, Earth’s Best®, Ella’s Kitchen®, Terra®, Garden of Eatin’®, Sensible Portions®, Health Valley®, Arrowhead Mills®, MaraNatha®, SunSpire®, DeBoles®, Casbah®, Rudi’s Organic Bakery®, Hain Pure Foods®, Spectrum®, Spectrum Essentials®, Imagine®, Almond Dream®, Rice Dream®, Soy Dream®, WestSoy®, The Greek Gods®, BluePrint®, FreeBird®, Plainville Farms®, Empire®, Kosher Valley®, Yves Veggies Cuisine®, Europe’s Best®, Cully & Sully®, New Covent Garden Soup Co.®, Johnson’s Juice Co.®, Farmhouse Fare®, Hartley’s®, Sun-Pat®, Gale’s®, Robertson’s®, Frank Cooper’s®, Linda McCartney®, Lima®, Danival®, Joya®, Natumi®, GG UniqueFiber®, Tilda®, JASON®, Avalon Organics®, Alba Botanica®, Live Clean® and Queen Helene®. Hain Celestial has been providing A Healthier Way of Life™ since 1993. For more information, visit www.hain.com.

Safe Harbor Statement

Certain statements contained in this press release constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are predictions based on expectations and projections about future events, and are not statements of historical fact. You can identify forward-looking statements by the use of forward-looking terminology such as “plan”, “continue”, “expect”, “anticipate”, “intend”, “predict”, “project”, “estimate”, “likely”, “believe”, “might”, “seek”, “may”, “remain”, “potential”, “can”, “should”, “could”, “future” and similar expressions, or the negative of those expressions. These forward-looking statements include the Company’s beliefs or expectations relating to the filing of the Company’s Annual Report on Form 10-K for the period ended June 30, 2016 and its Quarterly Reports on Form 10-Q for the periods ended September 30, 2016 and December 31, 2016, the stay of the trading suspension of the Company’s common stock, the granting of the Company’s request for continued listing on Nasdaq and regaining Nasdaq listing compliance.

Contact:
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The Hain Celestial Group, Inc.
516-587-5000

The Hain Celestial Group, Inc. • 1111 Marcus Avenue • Lake Success, NY 11042
516-587-5000 • www.hain.com



Hain Celestial Announces Executive Appointments

John Carroll Appointed Executive Vice President Global Brands, Categories and New Business Ventures

Gary W. Tickle Appointed Chief Executive Officer Hain Celestial North America

Lake Success, NY, March 6, 2017—The Hain Celestial Group, Inc. (Nasdaq: HAIN), a leading organic and natural products company with operations in North America, Europe and India providing consumers with A Healthier Way of Life™, today announced executive team appointments reporting to Irwin D. Simon, Founder, President and Chief Executive Officer of Hain Celestial, effective immediately.

John Carroll, who was previously Chief Executive Officer, Hain Celestial North America has been named Executive Vice President, Global Brands, Categories and New Business Ventures of Hain Celestial with responsibilities including global branding; new business ventures; mergers and acquisitions; and the execution of Project Terra, the Company's strategic review of cost savings, business integration and divestitures. John will be working with various teams on these corporate initiatives including stock keeping unit rationalization with Jay W. Erskin, Chief Supply Chain Officer, Hain Celestial United States, and the Canadian, European and Hain Pure Protein teams.

Gary W. Tickle has been named Chief Executive Officer, Hain Celestial North America. Gary was previously Chief Operating Officer, Hain Celestial United States having joined the Company in September 2016 after over 20 years in positions of increasing responsibility at Nestlé Group, most recently as President and Chief Executive Officer of Nestlé Infant Nutrition North America. Gary will lead sales, marketing, operations and research and development as well as have full financial responsibility for Hain Celestial's United States and Canada operations including the Company's core strategic platforms for future growth established at the start of fiscal year 2017 and a multi-year strategic plan for Hain Celestial North America. The Better-For-You Baby platform will continue to report to Jamie Fay, Chief Customer Officer, Hain Celestial United States with the other platform leaders of Hain Celestial United States reporting to Gary Tickle.

The new strategic Cultivate Ventures ("Cultivate") platform led by Beena Goldenberg, Chief Executive Officer, Hain Celestial Canada, will continue to report to Irwin Simon. Cultivate is dedicated to investing behind lifestyle brands, smaller portfolio brands and concepts as well as incubator opportunities, which should benefit from the larger scale and leverage of Hain Celestial's infrastructure and entrepreneurial roots.

"A year ago we embarked on Project Terra, a strategic review of our global business, to allow us to invest more behind our leading brands and partner with our customers to bring better-for-you food, beverages and personal care products to more consumers around the world, unleashing and maximizing the value of our assets. After working with John Carroll for over 13 years, I am pleased he will further this initiative and now will lead our strategy on global brands and new business development including acquisitions, as his leadership has been a driving force behind the success of our business in the United States," said Irwin D. Simon, Founder, President and Chief Executive Officer, Hain Celestial. "In a short period of time working with us, Gary Tickle has been instrumental within Hain Celestial United States in creating teams across the organization to build our new platforms for growth and develop our go-to-market strategy. Gary is building a new, strong aligned business process with brands, customers and channels to win with the consumer, which we expect will provide us with opportunities for incremental growth and margin improvement." Irwin Simon added, "Beena Goldenberg has led Hain Celestial Canada and successfully grown our business over the last ten years. As we announced in November, under Beena's leadership, we expect Cultivate to nurture our high potential brands, with support and focus to help them thrive."

Irwin Simon concluded, "I believe we are well-positioned with John, Gary and Beena working directly with me on significant strategic initiatives and areas of our business that should extend our leadership position in the organic and natural, better-for-you products industry."

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Contact:

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