UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by a Party other than the Registrant \Box

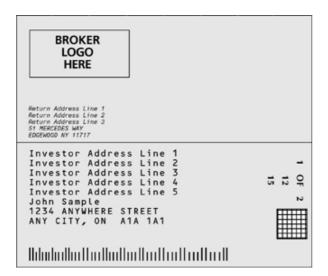
Filed by the Registrant \square

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Che	ck the	appropriate box:								
	Preliminary Proxy Statement									
	Con	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))								
	Defi	initive Proxy Statement								
\boxtimes	Defi	initive Additional Materials								
	Soli	citing Material Pursuant to §240.14a-12								
		THE HAIN CELESTIAL GROUP, INC. (Name of Registrant as Specified In Its Charter)								
		(Name of Person(s) Filing Proxy Statement, if other than the Registrant)								
Payr	nent of	f Filing Fee (Check the appropriate box):								
\boxtimes	No f	No fee required.								
	Fee	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.								
	1)	1) Title of each class of securities to which transaction applies:								
	2) Aggregate number of securities to which transaction applies:									
	3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):								
	4)	Proposed maximum aggregate value of transaction:								
	5)	Total fee paid:								
	Fee	paid previously with preliminary materials.								
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.									
	1)	Amount Previously Paid:								
	2)	Form, Schedule or Registration Statement No.:								
	3)	Filing Party:								
	4)	Date Filed:								

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on November 15, 2012

THE HAIN CELESTIAL GROUP, INC.



Meeting Information

Meeting Type: Annual Meeting

For holders as of: September 20, 2012

Date: November 15, 2012 **Time:** 11:00 AM EST

Location: The Hain Celestial Group, Inc.

Amphitheater

58 South Service Road Melville, NY 11747

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy

(see reverse side).

We encourage you to access and review all of the

important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

B R C O D E

Broadridge Internal Use Only

Job #

Envelope #

Sequence #

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow **XXXXXXXXXX** (located on the following page) and visit: *www.proxyvote.com*.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow **XXXXXXXXXXXX** (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 01, 2012 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "*legal proxy*." To do so, please follow the instructions at *www.proxyvote.com* or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use Only

Voting items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees

01	Irwin D.	02	Richard C. Berke	03	Jack Futterman	04	Marina Hahn	05	Andrew R. Heyer
									

Simon

06 Brett Icahn 07 Roger Meltzer 08 Scott M. O'Neil 09 David Schechter 10 Lawrence S. Zilavy

The Board of Directors recommends you vote FOR the following proposal(s):

- To vote, on an advisory basis, for the compensation awarded to the named executive officers for the fiscal year ended June 30, 2012, as set forth in the proxy statement.
- 3 To approve the amendment of the Amended and Restated 2002 Long Term Incentive and Stock Award Plan.
- 4 To ratify the appointment of Ernst & Young LLP to act as registered independent accountants of the Company for the fiscal year ending June 30, 2013.



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Voting Instructions

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