

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Goldenitsch Wolfgang</u> (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>1111 MARCUS AVENUE</u> (Street) <u>LAKE SUCCESS NY 11042</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/29/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [HAIN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>CEO, International</u> 10% Owner Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>31,105</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Share Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>688</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Share Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>1,033</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Share Units</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>765</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Share Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>7,357</u>	<u>(2)</u>	<u>D</u>	
<u>Performance Share Units</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>2,428⁽⁶⁾</u>	<u>(7)</u>	<u>D</u>	
<u>Restricted Share Units</u>	<u>(8)</u>	<u>(8)</u>	<u>Common Stock</u>	<u>24,522</u>	<u>(2)</u>	<u>D</u>	

Explanation of Responses:

- The restricted share units ("RSUs") vest on January 24, 2022.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs vest in two (2) equal annual installments on February 3, 2022 and 2023.
- The RSUs vest in two (2) equal annual installments on August 12, 2022 and 2023.
- The RSUs, awarded as part of the Issuer's 2022-2024 Long Term Incentive Program, vest in three (3) equal annual installments on November 18, 2022, 2023 and 2024.
- The performance share units ("PSUs"), awarded as part of the Issuer's 2022-2024 Long Term Incentive Program, are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number of PSUs. The number of PSUs that vest, if any, may vary from 0% to 200% of the target number reported, and is based on goals for the Issuer's compound annual total shareholder return over the three-year period from November 18, 2021 through November 17, 2024. The time vesting requirement will be satisfied on November 17, 2024.
- Each PSU represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs, granted as a special recognition award, vest on December 31, 2023.

Remarks:

/s/ Andrew Burchill, as
Attorney-in-Fact for
Wolfgang Goldenitsch

01/10/2022

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that Wolfgang Goldenitsch does hereby make, constitute and appoint each of Kristy Meringolo, Andrew Burchill and Cindy Sidor, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of The Hain Celestial Group, Inc. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications or forms relating to obtaining, updating or accessing EDGAR access codes, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of The Hain Celestial Group, Inc., unless earlier revoked in writing. The undersigned acknowledges that Kristy Meringolo, Andrew Burchill and Cindy Sidor are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By: /s/ Wolfgang Goldenitsch
Wolfgang Goldenitsch

Date: 30 December 2021