

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Welling Glenn W.</u>  (Last) (First) (Middle) <u>C/O ENGAGED CAPITAL, LLC</u> <u>610 NEWPORT CENTER DRIVE, SUITE 250</u>  (Street) <u>NEWPORT BEACH CA 92660</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	04/02/2018		A		7,357 <sup>(1)</sup>	A	\$30.99	7,357	D	
Common Stock								1,407,543	I	By: Engaged Capital Co-Invest VI-C, LP <sup>(2)</sup>
Common Stock								1,382,115	I	By: Engaged Capital Flagship Master Fund, LP <sup>(3)</sup>
Common Stock								2,117,002	I	By: Engaged Capital Co-Invest VI, LP <sup>(4)</sup>
Common Stock								4,412,690	I	By: Engaged Capital Co-Invest VI-A, LP <sup>(5)</sup>
Common Stock								2,322,405	I	By: Engaged Capital Co-Invest VI-B, LP <sup>(6)</sup>
Common Stock								119,487	I	By: Managed Account of Engaged Capital, LLC <sup>(7)</sup>

**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					

**Explanation of Responses:**

- Represents a grant of restricted shares of the Issuer's common stock, which will vest in three (3) equal installments on April 2, 2019, 2020 and 2021.
- Securities held directly by Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"). Glenn W. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Co-Invest VI-C, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Master"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Master, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-A, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held directly by Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-B, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the investment adviser of the Engaged Capital Account, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Glenn W. Welling

04/04/2018

\*\* 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.**