

OMB APPROVAL	
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed 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>Engaged Capital LLC</u>  (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE SUITE 250  (Street) NEWPORT BEACH CA 92660  (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote 1
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021	
	4. 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 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 <sup>(1)(2)</sup>	11/15/2021		S		2,086,956 <sup>(3)</sup>	D	\$45	20,000	I	By: Engaged Capital Co-Invest VI, LP <sup>(4)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		S		2,291,388 <sup>(3)</sup>	D	\$45	20,000	I	By: Engaged Capital Co-Invest VI-B, LP <sup>(5)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		S		1,397,543 <sup>(3)</sup>	D	\$45	10,000	I	By: Engaged Capital Co-Invest VI-C, LP <sup>(6)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		S		4,096,052 <sup>(3)</sup>	D	\$45	0	I	By: Engaged Capital Co-Invest VI-D, LP <sup>(7)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		S		2,507,565 <sup>(3)</sup>	D	\$45	1,700,000	I	By: Engaged Capital Co-Invest VI-E, LP <sup>(8)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		S		1,700,000 <sup>(9)</sup>	D	\$45	0	I	By: Engaged Capital Co-Invest VI-E, LP <sup>(8)</sup>

**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 <sup>(1)(2)</sup>	11/15/2021		J <sup>(10)</sup>		20,000 <sup>(10)</sup>	D	(10)	0	I	By: Engaged Capital Co-Invest VI, LP <sup>(4)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		J <sup>(10)</sup>		20,000 <sup>(10)</sup>	D	(10)	0	I	By: Engaged Capital Co-Invest VI-B, LP <sup>(5)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		J <sup>(10)</sup>		10,000 <sup>(10)</sup>	D	(10)	0	I	By: Engaged Capital Co-Invest VI-C, LP <sup>(6)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		J <sup>(11)</sup>		50,000 <sup>(11)</sup>	A	(11)	50,000	I	By: Engaged Capital, LLC <sup>(12)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		J <sup>(13)</sup>		50,000 <sup>(13)</sup>	D	(13)	0	I	By: Engaged Capital, LLC <sup>(12)</sup>
Common Stock <sup>(1)(2)</sup>	11/15/2021		J <sup>(14)</sup>		40,000 <sup>(14)</sup>	A	(14)	79,108	D	
Common Stock <sup>(1)(2)</sup>	11/15/2021		G <sup>(15)</sup>		40,000 <sup>(15)</sup>	D	\$0.00	39,108	D	
Common Stock <sup>(1)(2)</sup>								1,719,645	I	By: Engaged Capital Flagship Master Fund, LP <sup>(16)</sup>
Common Stock <sup>(1)(2)</sup>								147,449	I	By: Managed Account of Engaged Capital, LLC <sup>(17)</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					

1. Name and Address of Reporting Person\*

[Engaged Capital LLC](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)  
NEWPORT  
BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Holdings, LLC](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)  
NEWPORT  
BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Flagship Master Fund, LP](#)

(Last) (First) (Middle)

CRICKET SQUARE, HUTCHINS DRIVE  
P.O. BOX 2681

(Street)  
GRAND  
CAYMAN E9 KY1-1111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI, LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)  
NEWPORT  
BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI-B, LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)  
NEWPORT  
BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI-C, LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)  
NEWPORT  
BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Flagship Fund, L.P.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE

SUITE 250

(Street)

NEWPORT  
BEACH

CA

92660

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Flagship Fund, Ltd.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE

SUITE 250

(Street)

NEWPORT  
BEACH

CA

92660

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI-D, L.P.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

(Street)

NEWPORT  
BEACH

CA

92660

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest VI-E, L.P.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE, SUITE 250

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BEACH

CA

92660

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"), Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"), Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"), Engaged Capital Co-Invest VI-D, LP ("Engaged Capital Co-Invest VI-D"), Engaged Capital Co-Invest VI-E, LP ("Engaged Capital Co-Invest VI-E"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons").

2. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission. The Reporting Persons were members of a Section 13(d) group that previously collectively beneficially owned more than 10% of the Issuer's outstanding shares of Common Stock prior to the transactions reported herein. Mr. Welling will continue to be a Reporting Person as a director of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. Represents the sale of shares of Common Stock in an underwritten offering (the "Offering") pursuant to the underwriting agreement entered into on November 10, 2021 by and among the Issuer, Engaged Capital Co-Invest VI, Engaged Capital Co-Invest VI-B, Engaged Capital Co-Invest VI-C, Engaged Capital Co-Invest VI-D, Engaged Capital Co-Invest VI-E and Morgan Stanley and Co. LLC. The Offering closed on November 15, 2021.

4. Securities owned directly by Engaged Capital Co-Invest VI. As the general partner and investment adviser of Engaged Capital Co-Invest VI, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. 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 Co-Invest VI.

5. Securities owned directly by Engaged Capital Co-Invest VI-B. As the general partner and investment adviser of Engaged Capital Co-Invest VI-B, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. 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 Co-Invest VI-B.

6. Securities owned directly by Engaged Capital Co-Invest VI-C. As the general partner and investment adviser of Engaged Capital Co-Invest VI-C, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. 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 Co-Invest VI-C.

7. Securities owned directly by Engaged Capital Co-Invest VI-D. As the general partner and investment adviser of Engaged Capital Co-Invest VI-D, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. 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 Co-Invest VI-D.

8. Securities owned directly by Engaged Capital Co-Invest VI-E. As the general partner and investment adviser of Engaged Capital Co-Invest VI-E, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-E. 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 Co-Invest VI-E.

9. Represents the sale of shares of Common Stock by Engaged Capital Co-Invest VI-E pursuant to a share repurchase agreement (the "Share Repurchase Agreement") entered into on November 9, 2021 by and among the Issuer, Engaged Capital Co-Invest VI, Engaged Capital Co-Invest VI-B, Engaged Capital Co-Invest VI-C, Engaged Capital Co-Invest VI-D and Engaged Capital Co-Invest VI-E. The

Share Repurchase Agreement closed on November 15, 2021.

10. Represents the pro rata distribution of shares of Common Stock to Engaged Capital as part of an incentive fee. Such pro rata distribution is an exempt transaction pursuant to Rule 16a-13 or otherwise.
11. Represents the pro rata distribution of shares of Common Stock that Engaged Capital received as part of an incentive fee. Such pro rata distribution is an exempt transaction pursuant to Rule 16a-13 or otherwise.
12. Securities owned directly by Engaged Capital. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital. 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.
13. Represents the pro rata distribution of 40,000 shares of Common Stock to Mr. Welling and 10,000 shares of Common Stock to another employee of Engaged Capital. Such pro rata distribution is an exempt transaction pursuant to Rule 16a-13 or otherwise.
14. Represents the pro rata distribution of 40,000 shares of Common Stock by Engaged Capital to Mr. Welling. Such pro rata distribution is an exempt transaction pursuant to Rule 16a-13 or otherwise.
15. Represents a bona fide gift to an unaffiliated charitable organization.
16. Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. 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.
17. 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.

Engaged Capital, LLC; By: /s/  
Glenn W. Welling, Authorized 11/17/2021  
Signatory.

Engaged Capital Holdings,  
LLC; By: /s/ Glenn W. 11/17/2021  
Welling, Authorized Signatory.

Engaged Capital Flagship  
Master Fund, LP; By:  
Engaged Capital, LLC; By: /s/ 11/17/2021  
Glenn W. Welling, Authorized  
Signatory.

Engaged Capital Co-Invest VI,  
LP; By: Engaged Capital,  
LLC; By: /s/ Glenn W. 11/17/2021  
Welling, Authorized Signatory.

Engaged Capital Co-Invest  
VI-B, LP; By: Engaged  
Capital, LLC; By: /s/ Glenn 11/17/2021  
W. Welling, Authorized  
Signatory.

Engaged Capital Co-Invest  
VI-C, LP; By: Engaged  
Capital, LLC; By: /s/ Glenn 11/17/2021  
W. Welling, Authorized  
Signatory.

Engaged Capital Flagship  
Fund, LP; By: Engaged  
Capital, LLC; By: /s/ Glenn 11/17/2021  
W. Welling, Authorized  
Signatory.

Engaged Capital Flagship  
Fund, Ltd.; By: /s/ Glenn W. 11/17/2021  
Welling, Director

Engaged Capital Co-Invest  
VI-D, LP; By: Engaged  
Capital, LLC; By: /s/ Glenn 11/17/2021  
W. Welling, Authorized  
Signatory.

Engaged Capital Co-Invest  
VI-E, LP; By: Engaged  
Capital, LLC; By: /s/ Glenn 11/17/2021  
W. Welling, Authorized  
Signatory.

\*\* 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.**