

HAIN CELESTIAL GROUP INC  
 Form 4  
 November 22, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SIMON IRWIN D

2. Issuer Name and Ticker or Trading Symbol  
 HAIN CELESTIAL GROUP INC  
 [HAIN]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres., CEO & Chairman of Bd

(Last) (First) (Middle)  
 C/O THE HAIN CELESTIAL GROUP, INC., 1111 MARCUS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
 11/18/2016

(Street)  
 LAKE SUCCESS, NY 11042

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/18/2016		M		219,666 A \$ 9.1	D	
Common Stock	11/18/2016		F		145,426 D (1) \$ 38.72	D	
Common Stock (2)	11/20/2016		F		11,350 D \$ 39.45	D	
Common Stock						I	By trust
						I	

Common  
Stock

By spouse  
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.1	11/18/2016		M	219,666	<u>(4)</u>	11/19/2016	Common Stock	219,666

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SIMON IRWIN D  
C/O THE HAIN CELESTIAL GROUP, INC.  
1111 MARCUS AVENUE  
LAKE SUCCESS, NY 11042

X

Pres., CEO & Chairman of Bd

## Signatures

/s/ Irwin D.  
Simon

11/22/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) In connection with Mr. Simon's stock option exercise of 219,666 shares, the Company retained 145,426 shares to satisfy the exercise price and tax withholding obligations of Mr. Simon.
- (2) On November 20, 2016, 20,334 shares of The Hain Celestial Group, Inc. (the "Company") restricted stock vested pursuant to the Restricted Stock Agreement between the Company and Mr. Simon (the "Agreement"). The Company retained 11,350 shares to

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satisfy the tax withholding obligations of Mr. Simon in connection with the vesting as required by the terms of the Agreement and consistent with the Company's practice for satisfying such U.S. tax withholding obligation.

(3) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

(4) The option, representing a right to purchase a total of 219,666 shares became exercisable in four equal annual installments beginning on November 19, 2010, which was the first anniversary of the date on which the option was granted. The option expired on November 19, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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