

Edgar Filing: HAIN CELESTIAL GROUP INC - Form SC 13D

HAIN CELESTIAL GROUP INC  
Form SC 13D  
May 13, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_) \*

The Hain Celestial Group, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.01  
(Title of Class of Securities)

405217100  
(CUSIP Number)

Marc Weitzen  
Icahn Capital LP  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4300

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 3, 2010  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
High River Limited Partnership

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
973,043 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
973,043 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
973,043 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.38%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Hopper Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
973,043 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
973,043 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
973,043 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.38%

14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Barberry Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
973,043 (includes Shares underlying call options. See Item 5)

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9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
973,043 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
973,043 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.38%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Partners Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
1,669,985 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
1,669,985 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,669,985 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.09%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Partners Master Fund II LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
584,615 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
584,615 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
584,615 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.43%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

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1. NAME OF REPORTING PERSON  
Icahn Partners Master Fund III LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
3. SEC USE ONLY
4. SOURCE OF FUNDS  
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
220,566 (includes Shares underlying call options. See Item 5)
8. SHARED VOTING POWER  
0
9. SOLE DISPOSITIVE POWER  
220,566 (includes Shares underlying call options. See Item 5)
10. SHARED DISPOSITIVE POWER  
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
220,566 (includes Shares underlying call options. See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.54%
14. TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Offshore LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
3. SEC USE ONLY
4. SOURCE OF FUNDS

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
2,475,166 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
2,475,166 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,475,166 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.06%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
1,417,006 (includes Shares underlying call options. See Item 5)

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8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
1,417,006 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,417,006 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.47%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Onshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
1,417,006 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,417,006 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,417,006 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES



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/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.47%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,892,172 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.53%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

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1. NAME OF REPORTING PERSON  
IPH GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,892,172 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.53%

14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,892,172 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.53%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

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9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,892,172 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.53%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 405217100

1. NAME OF REPORTING PERSON  
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,892,172 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,892,172 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.53%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON  
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
4,865,215 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
4,865,215 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,865,215 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.92%

14 TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$0.01 (the "Shares"), issued by The Hain Celestial Group, Inc. (the "Issuer"). The address of the

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principal executive offices of the Issuer is 58 South Service Road, Melville, New York 11747.

### Item 2. Identity and Background

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberrry Corp. ("Barberrry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberrry, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, (ii) Icahn Master, Icahn Master II and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands, and (iii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberrry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberrry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 92.3% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberrry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master, Icahn Master II, Icahn Master III and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a New York Stock Exchange listed diversified holding company

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engaged in a variety of businesses, including investment management, metals, real estate and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the Reporting Persons, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons hold, in the aggregate, 4,865,215 Shares (including Shares underlying call options. See Item 5). The aggregate purchase price of the Shares purchased by the Reporting Persons collectively was \$79.6 million (including commissions and premiums for the options to purchase Shares). The source of funding for the purchase of these Shares was the general working capital of the respective purchasers. The Shares are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares purchased by the Reporting Persons was obtained through margin borrowing. As of the close of business on May 12, 2010, the indebtedness of (i) High River's margin account was approximately \$388.8 million, (ii) Icahn Partners' margin account was approximately \$96.7 million, (iii) Icahn Master's margin account was approximately \$144.2 million, (iv) Icahn Master II's margin account was approximately \$38.9 million, and (v) Icahn Master III's margin account was approximately \$21.9 million.

### Item 4. Purpose of Transaction

The Reporting Persons acquired the Shares in the belief that the Shares were undervalued. The Reporting Persons have spoken with Irwin Simon, the President and Chief Executive Officer of the Issuer, and look forward to working with management of the Issuer in the future.

The Reporting Persons may, from time to time and at any time, acquire additional Shares and/or other equity, debt, notes, instruments or other securities (collectively, "Securities") of the Issuer in the open market or otherwise. They reserve the right to dispose of any or all of their Securities in the open market or otherwise, at any time and from time to time, and to engage in any hedging or similar transactions with respect to the Securities.

### Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 4,865,215 Shares (including Shares underlying call options), representing approximately 11.92% of the Issuer's outstanding Shares (based upon the 40,830,976 Shares stated to be outstanding as of February 5, 2010 by the Issuer in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on February 9, 2010).

(b) High River has sole voting power and sole dispositive power with regard to 973,043 Shares (including Shares underlying call options). Each of Hopper,

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Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 1,669,985 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 584,615 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 220,566 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 1,417,006 Shares (including Shares underlying call options). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 5:00 p.m., New York City time, on May 13, 2010. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

| Name of Reporting Person | Date of Transaction | No. of Shares Purchased | Purchase Price Per Share (U.S.\$) |
|--------------------------|---------------------|-------------------------|-----------------------------------|
| High River LP            | 04/01/2010          | 29,500                  | 17.71                             |
| High River LP            | 04/05/2010          | 17,440                  | 17.86                             |
| High River LP            | 04/06/2010          | 6,040                   | 18.02                             |
| High River LP            | 04/07/2010          | 12,500                  | 18.23                             |
| High River LP            | 04/08/2010          | 5,000                   | 18.17                             |
| High River LP            | 04/09/2010          | 2,860                   | 18.17                             |
| High River LP            | 04/12/2010          | 4,360                   | 18.06                             |
| High River LP            | 04/13/2010          | 20,729                  | 18.14                             |
| High River LP            | 04/14/2010          | 8,540                   | 18.63                             |



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|                   |            |             |           |
|-------------------|------------|-------------|-----------|
| High River LP     | 04/15/2010 | 10,000      | 18.84     |
| High River LP     | 04/16/2010 | 20,000      | 19.11     |
| High River LP     | 04/19/2010 | 46,320      | 18.71     |
| High River LP     | 04/20/2010 | 7,000       | 18.85     |
| High River LP     | 04/21/2010 | 16,000      | 19.26     |
| High River LP     | 04/22/2010 | 28,580      | 19.73     |
| High River LP     | 04/23/2010 | 30,000      | 19.56     |
| High River LP     | 04/26/2010 | 5,980       | 19.70     |
| High River LP     | 04/27/2010 | 17,900      | 19.49     |
| High River LP     | 04/28/2010 | 8,500       | 19.47     |
| High River LP     | 04/29/2010 | 20,000      | 19.87     |
| High River LP     | 04/30/2010 | 90,000      | 19.98     |
| High River LP     | 05/03/2010 | 72,000      | 20.29     |
| High River LP     | 05/04/2010 | 26,494      | 20.34     |
| High River LP     | 05/05/2010 | 30,140      | 20.67     |
| High River LP     | 05/06/2010 | 140,235     | 18.11     |
| High River LP     | 05/07/2010 | 49,000      | 18.33     |
| High River LP     | 05/07/2010 | 34,079 (1)  | 11.70 (2) |
| High River LP     | 05/10/2010 | 55,000 (1)  | 11.70 (2) |
| High River LP     | 05/11/2010 | 4,780 (1)   | 11.70 (2) |
| High River LP     | 05/11/2010 | 20 (1)      | 11.70 (2) |
| High River LP     | 05/11/2010 | 43,378 (1)  | 11.70 (2) |
| High River LP     | 05/12/2010 | 37,099 (1)  | 11.70 (2) |
| High River LP     | 05/13/2010 | 73,569 (1)  | 11.70 (2) |
| Icahn Partners LP | 04/01/2010 | 43,299      | 17.71     |
| Icahn Partners LP | 04/05/2010 | 25,598      | 17.86     |
| Icahn Partners LP | 04/06/2010 | 8,865       | 18.02     |
| Icahn Partners LP | 04/07/2010 | 18,347      | 18.23     |
| Icahn Partners LP | 04/08/2010 | 7,339       | 18.17     |
| Icahn Partners LP | 04/09/2010 | 4,198       | 18.17     |
| Icahn Partners LP | 04/12/2010 | 6,400       | 18.06     |
| Icahn Partners LP | 04/13/2010 | 30,425      | 18.14     |
| Icahn Partners LP | 04/14/2010 | 12,535      | 18.63     |
| Icahn Partners LP | 04/15/2010 | 14,678      | 18.84     |
| Icahn Partners LP | 04/16/2010 | 29,355      | 19.11     |
| Icahn Partners LP | 04/19/2010 | 67,989      | 18.71     |
| Icahn Partners LP | 04/20/2010 | 10,274      | 18.85     |
| Icahn Partners LP | 04/21/2010 | 23,484      | 19.26     |
| Icahn Partners LP | 04/22/2010 | 41,949      | 19.73     |
| Icahn Partners LP | 04/23/2010 | 44,032      | 19.56     |
| Icahn Partners LP | 04/26/2010 | 8,778       | 19.70     |
| Icahn Partners LP | 04/27/2010 | 26,273      | 19.49     |
| Icahn Partners LP | 04/28/2010 | 12,476      | 19.47     |
| Icahn Partners LP | 04/29/2010 | 29,355      | 19.87     |
| Icahn Partners LP | 04/30/2010 | 132,100     | 19.98     |
| Icahn Partners LP | 05/03/2010 | 100,163     | 20.29     |
| Icahn Partners LP | 05/04/2010 | 38,583      | 20.34     |
| Icahn Partners LP | 05/05/2010 | 43,891      | 20.67     |
| Icahn Partners LP | 05/06/2010 | 204,219     | 18.11     |
| Icahn Partners LP | 05/07/2010 | 71,358      | 18.33     |
| Icahn Partners LP | 05/07/2010 | 49,627 (1)  | 11.70 (2) |
| Icahn Partners LP | 05/10/2010 | 80,095 (1)  | 11.70 (2) |
| Icahn Partners LP | 05/11/2010 | 6,961 (1)   | 11.70 (2) |
| Icahn Partners LP | 05/11/2010 | 29 (1)      | 11.70 (2) |
| Icahn Partners LP | 05/11/2010 | 63,169 (1)  | 11.70 (2) |
| Icahn Partners LP | 05/12/2010 | 54,026 (1)  | 11.70 (2) |
| Icahn Partners LP | 05/13/2010 | 107,136 (1) | 11.70 (2) |
| Icahn Master      | 04/01/2010 | 49,571      | 17.71     |
| Icahn Master      | 04/05/2010 | 29,306      | 17.86     |
| Icahn Master      | 04/06/2010 | 10,149      | 18.02     |

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|                 |            |             |           |
|-----------------|------------|-------------|-----------|
| Icahn Master    | 04/07/2010 | 21,005      | 18.23     |
| Icahn Master    | 04/08/2010 | 8,402       | 18.17     |
| Icahn Master    | 04/09/2010 | 4,805       | 18.17     |
| Icahn Master    | 04/12/2010 | 7,327       | 18.06     |
| Icahn Master    | 04/13/2010 | 34,833      | 18.14     |
| Icahn Master    | 04/14/2010 | 14,350      | 18.63     |
| Icahn Master    | 04/15/2010 | 16,804      | 18.84     |
| Icahn Master    | 04/16/2010 | 33,608      | 19.11     |
| Icahn Master    | 04/19/2010 | 77,834      | 18.71     |
| Icahn Master    | 04/20/2010 | 11,762      | 18.85     |
| Icahn Master    | 04/21/2010 | 26,887      | 19.26     |
| Icahn Master    | 04/22/2010 | 48,024      | 19.73     |
| Icahn Master    | 04/23/2010 | 50,412      | 19.56     |
| Icahn Master    | 04/26/2010 | 10,049      | 19.70     |
| Icahn Master    | 04/27/2010 | 30,079      | 19.49     |
| Icahn Master    | 04/28/2010 | 14,283      | 19.47     |
| Icahn Master    | 04/29/2010 | 33,608      | 19.87     |
| Icahn Master    | 04/30/2010 | 151,233     | 19.98     |
| Icahn Master    | 05/03/2010 | 138,180     | 20.29     |
| Icahn Master    | 05/04/2010 | 45,471      | 20.34     |
| Icahn Master    | 05/05/2010 | 51,729      | 20.67     |
| Icahn Master    | 05/06/2010 | 240,677     | 18.11     |
| Icahn Master    | 05/07/2010 | 84,097      | 18.33     |
| Icahn Master    | 05/07/2010 | 58,489 (1)  | 11.70 (2) |
| Icahn Master    | 05/10/2010 | 94,394 (1)  | 11.70 (2) |
| Icahn Master    | 05/11/2010 | 8,203 (1)   | 11.70 (2) |
| Icahn Master    | 05/11/2010 | 34 (1)      | 11.70 (2) |
| Icahn Master    | 05/11/2010 | 74,447 (1)  | 11.70 (2) |
| Icahn Master    | 05/12/2010 | 63,671 (1)  | 11.70 (2) |
| Icahn Master    | 05/13/2010 | 126,262 (1) | 11.70 (2) |
|                 |            |             |           |
| Icahn Master II | 04/01/2010 | 18,239      | 17.71     |
| Icahn Master II | 04/05/2010 | 10,782      | 17.86     |
| Icahn Master II | 04/06/2010 | 3,734       | 18.02     |
| Icahn Master II | 04/07/2010 | 7,728       | 18.23     |
| Icahn Master II | 04/08/2010 | 3,092       | 18.17     |
| Icahn Master II | 04/09/2010 | 1,768       | 18.17     |
| Icahn Master II | 04/12/2010 | 2,696       | 18.06     |
| Icahn Master II | 04/13/2010 | 12,816      | 18.14     |
| Icahn Master II | 04/14/2010 | 5,280       | 18.63     |
| Icahn Master II | 04/15/2010 | 6,182       | 18.84     |
| Icahn Master II | 04/16/2010 | 12,365      | 19.11     |
| Icahn Master II | 04/19/2010 | 28,637      | 18.71     |
| Icahn Master II | 04/20/2010 | 4,329       | 18.85     |
| Icahn Master II | 04/21/2010 | 9,892       | 19.26     |
| Icahn Master II | 04/22/2010 | 17,670      | 19.73     |
| Icahn Master II | 04/23/2010 | 18,548      | 19.56     |
| Icahn Master II | 04/26/2010 | 3,697       | 19.70     |
| Icahn Master II | 04/27/2010 | 11,067      | 19.49     |
| Icahn Master II | 04/28/2010 | 5,255       | 19.47     |
| Icahn Master II | 04/29/2010 | 12,365      | 19.87     |
| Icahn Master II | 04/30/2010 | 55,644      | 19.98     |
| Icahn Master II | 05/03/2010 | 36,152      | 20.29     |
| Icahn Master II | 05/04/2010 | 15,918      | 20.34     |
| Icahn Master II | 05/05/2010 | 18,108      | 20.67     |
| Icahn Master II | 05/06/2010 | 84,255      | 18.11     |
| Icahn Master II | 05/07/2010 | 29,439      | 18.33     |
| Icahn Master II | 05/07/2010 | 20,476 (1)  | 11.70 (2) |
| Icahn Master II | 05/10/2010 | 33,045 (1)  | 11.70 (2) |
| Icahn Master II | 05/11/2010 | 2,872 (1)   | 11.70 (2) |
| Icahn Master II | 05/11/2010 | 13 (1)      | 11.70 (2) |
| Icahn Master II | 05/11/2010 | 26,060 (1)  | 11.70 (2) |

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|                  |            |            |           |
|------------------|------------|------------|-----------|
| Icahn Master II  | 05/12/2010 | 22,290 (1) | 11.70 (2) |
| Icahn Master II  | 05/13/2010 | 44,201 (1) | 11.70 (2) |
| Icahn Master III | 04/01/2010 | 6,891      | 17.71     |
| Icahn Master III | 04/05/2010 | 4,074      | 17.86     |
| Icahn Master III | 04/06/2010 | 1,412      | 18.02     |
| Icahn Master III | 04/07/2010 | 2,920      | 18.23     |
| Icahn Master III | 04/08/2010 | 1,167      | 18.17     |
| Icahn Master III | 04/09/2010 | 669        | 18.17     |
| Icahn Master III | 04/12/2010 | 1,017      | 18.06     |
| Icahn Master III | 04/13/2010 | 4,842      | 18.14     |
| Icahn Master III | 04/14/2010 | 1,995      | 18.63     |
| Icahn Master III | 04/15/2010 | 2,336      | 18.84     |
| Icahn Master III | 04/16/2010 | 4,672      | 19.11     |
| Icahn Master III | 04/19/2010 | 10,820     | 18.71     |
| Icahn Master III | 04/20/2010 | 1,635      | 18.85     |
| Icahn Master III | 04/21/2010 | 3,737      | 19.26     |
| Icahn Master III | 04/22/2010 | 6,677      | 19.73     |
| Icahn Master III | 04/23/2010 | 7,008      | 19.56     |
| Icahn Master III | 04/26/2010 | 1,396      | 19.70     |
| Icahn Master III | 04/27/2010 | 4,181      | 19.49     |
| Icahn Master III | 04/28/2010 | 1,986      | 19.47     |
| Icahn Master III | 04/29/2010 | 4,672      | 19.87     |
| Icahn Master III | 04/30/2010 | 21,023     | 19.98     |
| Icahn Master III | 05/03/2010 | 13,505     | 20.29     |
| Icahn Master III | 05/04/2010 | 6,006      | 20.34     |
| Icahn Master III | 05/05/2010 | 6,832      | 20.67     |
| Icahn Master III | 05/06/2010 | 31,788     | 18.11     |
| Icahn Master III | 05/07/2010 | 11,106     | 18.33     |
| Icahn Master III | 05/07/2010 | 7,726 (1)  | 11.70 (2) |
| Icahn Master III | 05/10/2010 | 12,466 (1) | 11.70 (2) |
| Icahn Master III | 05/11/2010 | 1,084 (1)  | 11.70 (2) |
| Icahn Master III | 05/11/2010 | 4 (1)      | 11.70 (2) |
| Icahn Master III | 05/11/2010 | 9,834 (1)  | 11.70 (2) |
| Icahn Master III | 05/12/2010 | 8,410 (1)  | 11.70 (2) |
| Icahn Master III | 05/13/2010 | 16,675 (1) | 11.70 (2) |

- 
- (1) Shares underlying American-style call options purchased by the applicable Reporting Person, which expire on May 7, 2012.
- (2) Per share exercise price of call options purchased by the Reporting Persons. Exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options. The premium for such call options was approximately 35% of the market price.

### Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

#### Call Options

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The Reporting Persons have purchased American-style call options referencing an aggregate of 1,239,624 Shares, which expire on May 7, 2012. The agreements provide for physical settlement (unless the Reporting Person opts for a cash settlement). These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate. These agreements are further described in Item 5(c).

#### Put Options

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The Reporting Persons have sold European-style put options referencing an aggregate of 1,239,624 Shares, which expire on May 7, 2012. The agreements provide that they settle in cash. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

- 1 Joint Filing Agreement of the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 13, 2010

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP  
By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP  
By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

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By: /s/Dominick Ragone  
-----

Name: Dominick Ragone  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
-----

CARL C. ICAHN

[Signature Page of Schedule 13D - The Hain Celestial Group, Inc.]

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of The Hain Celestial Group, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 13th day of May, 2010.

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP

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By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
-----  
CARL C. ICAHN

[Signature Page of Joint Filing Agreement to  
Schedule 13D - The Hain Celestial Group, Inc.]

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP

| Name                | Position                |
|---------------------|-------------------------|
| ----                | -----                   |
| Icahn Offshore LP   | General Partner         |
| Carl Icahn          | Chief Executive Officer |
| Keith A. Meister    | Managing Director       |
| Vincent J. Intrieri | Managing Director       |
| Irene March         | Chief Financial Officer |
| Edward E. Mattner   | Authorized Signatory    |

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|                |                                |
|----------------|--------------------------------|
| Gail Golden    | Authorized Signatory           |
| Dana Witkin    | Director of Investor Relations |
| Keith Cozza    | Chief Compliance Officer       |
| Anthony Canova | Controller                     |

### ICAHN PARTNERS LP

| Name                | Position                       |
|---------------------|--------------------------------|
| ----                | -----                          |
| Icahn Onshore LP    | General Partner                |
| Carl Icahn          | Chief Executive Officer        |
| Keith A. Meister    | Managing Director              |
| Vincent J. Intrieri | Managing Director              |
| Irene March         | Chief Financial Officer        |
| Edward E. Mattner   | Authorized Signatory           |
| Gail Golden         | Authorized Signatory           |
| Dana Witkin         | Director of Investor Relations |
| Keith Cozza         | Chief Compliance Officer       |
| Anthony Canova      | Controller                     |

### ICAHN ONSHORE LP

### ICAHN OFFSHORE LP

| Name                | Position                       |
|---------------------|--------------------------------|
| ----                | -----                          |
| Icahn Capital LP    | General Partner                |
| Carl Icahn          | Chief Executive Officer        |
| Keith A. Meister    | Managing Director              |
| Vincent J. Intrieri | Managing Director              |
| Irene March         | Chief Financial Officer        |
| Edward E. Mattner   | Authorized Signatory           |
| Gail Golden         | Authorized Signatory           |
| Dana Witkin         | Director of Investor Relations |
| Keith Cozza         | Chief Compliance Officer       |
| Anthony Canova      | Controller                     |

### ICAHN CAPITAL LP

| Name                | Position                       |
|---------------------|--------------------------------|
| ----                | -----                          |
| IPH GP LLC          | General Partner                |
| Carl Icahn          | Chief Executive Officer        |
| Keith A. Meister    | Managing Director              |
| Vincent J. Intrieri | Managing Director              |
| Irene March         | Chief Financial Officer        |
| Edward E. Mattner   | Authorized Signatory           |
| Gail Golden         | Authorized Signatory           |
| Dana Witkin         | Director of Investor Relations |
| Keith Cozza         | Chief Compliance Officer       |
| Anthony Canova      | Controller                     |

### IPH GP LLC

| Name                            | Position    |
|---------------------------------|-------------|
| ----                            | -----       |
| Icahn Enterprises Holdings L.P. | Sole Member |

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|                     |                                |
|---------------------|--------------------------------|
| Carl Icahn          | Chief Executive Officer        |
| Keith A. Meister    | Managing Director              |
| Vincent J. Intrieri | Managing Director              |
| Irene March         | Chief Financial Officer        |
| Edward E. Mattner   | Authorized Signatory           |
| Gail Golden         | Authorized Signatory           |
| Dana Witkin         | Director of Investor Relations |
| Keith Cozza         | Chief Compliance Officer       |
| Anthony Canova      | Controller                     |

### ICAHN ENTERPRISES HOLDINGS L.P.

| Name                        | Position        |
|-----------------------------|-----------------|
| ----                        | -----           |
| Icahn Enterprises G.P. Inc. | General Partner |
| G.P. Inc.                   |                 |

### ICAHN ENTERPRISES G.P. INC.

| Name                  | Position                                   |
|-----------------------|--|
| ----                  | -----                                      |
| Carl C. Icahn         | Chairman                                   |
| Keith A. Meister      | Vice Chairman, Principal Executive Officer |
| Daniel Ninivaggi      | President                                  |
| William A. Leidesdorf | Director                                   |
| Jack G. Wasserman     | Director                                   |
| James L. Nelson       | Director                                   |
| Vincent J. Intrieri   | Director                                   |
| Dominick Ragone       | Chief Financial Officer                    |
| Felicia P. Buebel     | Assistant Secretary                        |
| Craig Pettit          | Vice President/Taxes                       |

### BECKTON CORP.

| Name              | Position                         |
|-------------------|----------------------------------|
| ----              | -----                            |
| Carl C. Icahn     | Chairman of the Board; President |
| Jordan Bleznick   | Vice President/Taxes             |
| Edward E. Mattner | Authorized Signatory             |
| Keith Cozza       | Secretary; Treasurer             |

### HIGH RIVER LIMITED PARTNERSHIP

| Name                   | Position        |
|------------------------|-----------------|
| ----                   | -----           |
| Hopper Investments LLC | General Partner |

### HOPPER INVESTMENTS LLC

| Name              | Position             |
|-------------------|----------------------|
| ----              | -----                |
| Barberry Corp     | General Partner      |
| Edward E. Mattner | Authorized Signatory |



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BARBERRY CORP.

Name

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Carl C. Icahn  
Gail Golden  
Jordan Bleznick  
Vincent J. Intrieri  
Irene March  
Edward E. Mattner  
Keith Cozza

Position

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Chairman of the Board; President  
Vice President; Authorized Signatory  
Vice President/Taxes  
Vice President; Authorized Signatory  
Authorized Signatory  
Authorized Signatory  
Secretary; Treasurer