

HAIN CELESTIAL GROUP INC

Form 4

May 04, 2015

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O THE HAIN CELESTIAL  
GROUP, INC., 1111 MARCUS  
AVENUE**

(Street)

**LAKE SUCCESS, NY 11042**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/30/2015**

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

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/30/2015                              |                                                             | S <sup>(1)</sup>                        | 3,150 D<br>(A)<br>or<br>(D)                                         | \$<br>60.285                                                                                                       | 1,591,976                                                            | D                                                                 |
| Common<br>Stock                       | 04/30/2015                              |                                                             | S <sup>(2)</sup>                        | 3,150 D                                                             | \$<br>60.285                                                                                                       | 124,782                                                              | I By trust                                                        |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 4,140                                                                                                              | I                                                                    | By spouse<br>(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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |                             |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                     | Director      | 10% Owner | Officer                     | Other |
| SIMON IRWIN D<br>C/O THE HAIN CELESTIAL GROUP, INC.<br>1111 MARCUS AVENUE<br>LAKE SUCCESS, NY 11042 | X             |           | Pres., CEO & Chairman of Bd |       |

## Signatures

Irwin D. Simon 05/04/2015

\*\*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).

The reporting person contributed HAIN common stock to an exchange fund in exchange for limited partnership units of the exchange fund pursuant to a letter agreement dated December 5, 2014. The HAIN common stock was valued at \$60.285 per share for the purpose of determining the number of limited partnership units of the exchange fund issuable to the reporting person.

The trust contributed HAIN common stock to an exchange fund in exchange for limited partnership units of the exchange fund pursuant to a letter agreement dated December 5, 2014. The HAIN common stock was valued at \$60.285 per share for the purpose of determining the number of limited partnership units of the exchange fund issuable to the reporting person.

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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.