

HAIN CELESTIAL GROUP INC

Form 4

December 12, 2014

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carroll John

(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)  
12/10/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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	12/10/2014		M		30,084	A	\$ 30.35	91,938	D
Common Stock	12/10/2014		M		8,391	A	\$ 11.76	100,329	D
Common Stock	12/10/2014		S		38,475	D	\$ 113.4822 (1)	61,854	D

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.35	12/10/2014		M	30,084	(2) 04/01/2015	Common Stock	30,084
Stock Option (Right to Buy)	\$ 11.76	12/10/2014		M	8,391	(3) 03/11/2016	Common Stock	8,391

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll John C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042			Executive Vice President	

## Signatures

John Carroll 12/12/2014

\*\*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).

Represents the weighted average sale price of the common stock sold by the filer on 12/10/2014. The range of stock prices was \$113.01 (1) to \$114.26. Upon request, the filer will provide the Commission staff, Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.

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- (2) The option, representing a right to purchase a total of 59,084 shares, became exercisable in four equal annual installments beginning on April 1, 2009, which was the first anniversary of the date on which the option was granted.
- (3) The option, representing a right to purchase a total of 276,243 shares, became exercisable in four equal annual installments beginning on March 11, 2010, which was the first anniversary of the date on which the option was granted.

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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