Edgar Filing: HAIN CELESTIAL GROUP INC - Form 4

HAIN CELESTIAL GROUP INC Form 4 October 25, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SIMON IRWIN D Issuer Symbol HAIN CELESTIAL GROUP INC (Check all applicable) [HAIN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) C/O THE HAIN CELESTIAL 10/22/2016 Pres., CEO & Chairman of Bd GROUP, INC., 1111 MARCUS **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE SUCCESS. NY 11042 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common \$ **F**⁽¹⁾ 10/22/2016 22.328 D D 1,676,789 36.01 Stock Common I 124.782 By trust Stock Common By spouse 4,140 I Stock (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)DerivativeVersion	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber Codeof ofPrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurity	Conversion (Month/Day/Year) Execution Date, if or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if anyTransactiorNumber CodeExpiration Date (Month/Day/Year)(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transacti-Tumber Code of (Instr. 8)Expiration Date (Month/Day/Year)Amou Under Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Amou Under Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Amou Under Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Amou Under Securities Securities Acquired (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transacti-Tumber Ode of Instr. 8)Expiration Date (Month/Day/Year)Amount of Under Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Amount of Under Securities Securities Or Securities Securit	Conversion or Exercise Price of Derivative SecurityExecution Date, if any (Month/Day/Year)Transacti-Number CodeExpiration Date, if of (Month/Day/Tear)Amount of Und-Ling Securities (Instr. 8)Derivative Securities (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Amount of Securities (Instr. 8)Derivative Securities (Month/Day/Year)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Se

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		Х		Pres., CEO & Chairman of Bd				
Signatures								
/s/ Irwin D. Simon	10/25/2016							
<u>**</u> Signature of	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).

On October 22, 2016, 40,000 shares of The Hain Celestial Group, Inc. (the "Company") restricted stock vested pursuant to the Restricted Stock Agreement dated July 3, 2012 between the Company and Mr. Simon (the "Agreement"). The Company retained 22,328 shares to 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 obligations.

(2) 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.

Reporting Person