

MCGUINNESS MICHAEL B
Form 4
January 28, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGUINNESS MICHAEL B

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Chief Accounting Officer

LAKE SUCCESS, NY 11042

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	01/24/2019		A	(A) or (D) 8,716 (1)	\$ 0 58,819	D	

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
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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)**

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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
Performance Based Restricted Stock Units	(2)	01/24/2019		A		78,441		(3)	(3)	Common Stock	78,441

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGUINNESS MICHAEL B
C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE
LAKE SUCCESS, NY 11042

SVP & Chief Accounting Officer

Signatures

/s/ Michael B.
McGuinness 01/28/2019

__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) Represents a grant of restricted stock units which will vest in three (3) equal amounts on January 24, 2020, 2021 and 2022.
- (2) Each performance-based restricted stock unit ("PSU") represents a contingent right to receive one share of common stock of The Hain Celestial Group, Inc. (the "Company").
- (3) These PSUs, awarded as part of the Company's 2019-2021 long-term incentive plan ("LTIP"), are subject to both performance and time vesting requirements, and the terms of these PSUs are generally consistent with the award agreement filed as Exhibit A to Exhibit 10.1 to the Company's Form 8-K filed on October 29, 2018. It is not expected that the officer will receive additional PSU awards during the performance period in connection with the LTIP. The number of PSUs reported represents the target number of PSUs awarded on the grant date. The number of PSUs that vest, if any, may vary from 0% to 300% of the target number shown, and is based on criteria related to the Company's annual total shareholder return over the three-year period beginning on November 6, 2018. The time vesting requirement will be satisfied on November 6, 2021.

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.