

MCGUINNESS MICHAEL B
 Form 4
 January 28, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

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

(Street)

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

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

LAKE SUCCESS, NY 11042

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/24/2019		A	8,716 (1)	\$ 0 58,819	D	

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

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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)	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").

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.
- (3)

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.