#### SIMON IRWIN D

Form 4

September 28, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SIMON IRWIN D			2. Issuer Nar Symbol	ne <b>and</b> Ticker or Trading	5. Relation	5. Relationship of Reporting Person(s) to Issuer					
		HAIN CEL	ESTIAL GROUP INC		(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earl (Month/Day/Y	liest Transaction Year)	X Of		le	_ 10% Owner _ Other (specify			
C/O THE HAIN CELESTIAL			09/26/2017			below) below) Pres., CEO & Chairman of Bd					
GROUP, IN	NC., 1111 M	ARCUS			1	ics., clo d	c Chair	man or bu			
AVENUE											
	(Street)		4. If Amendme	ent, Date Original	6. Individ	dual or Joint	/Group	Filing(Check			
			Filed(Month/Da	ay/Year)	Applicable _X_ Form	e Line) a filed by One	Reporti	ng Person			
LAKE SUC	CCESS, NY 1	1042			Form Person	filed by More	e than O	ne Reporting			
(City)	(State)	(Zip)	Table I -	Non-Derivative Securities	Acquired, Dis	sposed of, o	r Bene	ficially Owne			
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquire	ed 5. Amo	unt of 6		7. Natu			

		Table 1-1von-Derivative Securities Acquired, Disposed of, or Deficitionary Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	3. 4. Securities Acquired Γransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Amount of 6. urities Ownership neficially Form: Direct ned (D) or lowing Indirect (I) oorted (Instr. 4) nsaction(s)		
Common Stock (1)	09/26/2017		A	12,319	A	\$ 40.59	1,689,670	D	
Common Stock							124,782	I	By trust
Common Stock							21,812	I	By spouse

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(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)						
									Amaunt		
						Date	Expiration				
						Exercisable	Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

SIMON IRWIN D C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042

Pres., C

Pres., CEO & Chairman of Bd

## **Signatures**

/s/ Irwin D. 09/28/2017 Simon

\*\*Signature of Date
Reporting Person

## **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 shares of the Issuer's common stock, which will vest in three (3) equal installments on September 26, 2018, 2019 and 2020.
- (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.

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