

HAIN CELESTIAL GROUP INC
Form 8-K
January 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 13, 2014

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 0-22818 (Commission File Number) | 22-3240619 (I.R.S. Employer Identification No.) |
|---|-------------------------------------|--|

1111 Marcus Avenue, Lake Success, NY 11042
(Address of principal executive offices)

Registrant's telephone number, including area code: (516) 587-5000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

As previously announced, on January 13, 2014, The Hain Celestial Group, Inc. ("Hain Celestial"), as guarantor, and Hain Frozen Foods UK Limited, a wholly-owned subsidiary of Hain Celestial, simultaneously signed and closed an agreement (the "Agreement") with Braunstone Properties Limited, Tilda Rice Limited and Salcott Associates Limited (collectively, the "Sellers") to acquire (1) the entire issued share capital of Tilda Limited and (2) the entire issued share capital of Brand Associates Limited (the "Share Purchase"). In connection with the closing of the Share Purchase, on January 13, 2014 Hain Celestial issued 1,646,173 shares of Hain Celestial common stock, par value \$0.01 per share, to certain of the Sellers and their related parties.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

5.1* Opinion of DLA Piper LLP (US)

23.1* Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 13, 2014

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

By: /s/ Stephen J. Smith
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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* Filed herewith