

Welling Glenn W.
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Welling Glenn W.

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)
02/28/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DRIVE, SUITE 250

(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

NEWPORT BEACH, CA 92660

(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	(A) or (D)	Price			
Common Stock ⁽¹⁾ ₍₂₎	02/28/2019		P		4,800	A	\$ 19.3394	1,386,915	I	By: Engaged Capital Flagship Master Fund, LP ⁽³⁾
Common Stock ⁽¹⁾ ₍₂₎	02/28/2019		P		17,300	A	\$ 19.42	1,404,215	I	By: Engaged Capital

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Common Stock <u>(1)</u> <u>(2)</u>	02/28/2019	P	536,700	A	\$ 19.2392	1,940,915	I	Flagship Master Fund, LP <u>(3)</u> By: Engaged Capital Flagship Master Fund, LP <u>(3)</u> By: Engaged Capital Flagship Master Fund, LP <u>(3)</u> By: Engaged Capital Flagship Master Fund, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/28/2019	P	10,100	A	\$ 19.1775	1,951,015	I	By: Engaged Capital Flagship Master Fund, LP <u>(3)</u> By: Engaged Capital Flagship Master Fund, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/01/2019	P	358,850	A	\$ 19.3985	2,309,865	I	By: Engaged Capital Flagship Master Fund, LP <u>(3)</u> By: Managed Account of Engaged Capital, LLC <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/28/2019	P	45,728	A	\$ 19.2392	165,215	I	By: Managed Account of Engaged Capital, LLC <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/01/2019	P	30,440	A	\$ 19.3985	195,655	I	By: Managed Account of Engaged Capital, LLC <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>						21,577	D	
Common Stock <u>(1)</u> <u>(2)</u>						2,117,002	I	By: Engaged Capital Co-Invest VI, LP <u>(4)</u>

Common Stock <u>(1)</u> <u>(2)</u>	4,412,690	I	By: Engaged Capital Co-Invest VI-A, LP <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>	2,322,405	I	By: Engaged Capital Co-Invest VI-B, LP <u>(6)</u>
Common Stock <u>(1)</u> <u>(2)</u>	1,407,543	I	By: Engaged Capital Co-Invest VI-C, LP <u>(7)</u>

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

Welling Glenn W.
 C/O ENGAGED CAPITAL, LLC
 610 NEWPORT CENTER DRIVE, SUITE 250
 NEWPORT BEACH, CA 92660

Engaged Capital LLC
 610 NEWPORT CENTER DRIVE
 SUITE 250 X
 NEWPORT BEACH, CA 92660

Engaged Capital Holdings, LLC
 610 NEWPORT CENTER DRIVE
 SUITE 250 X
 NEWPORT BEACH, CA 92660

Engaged Capital Flagship Master Fund, LP
 CRICKET SQUARE, HUTCHINS DRIVE See
 P.O. BOX 2681 Footnote 1
 GRAND CAYMAN, E9 KY1-1111

Engaged Capital Co-Invest VI, LP
 610 NEWPORT CENTER DRIVE, SUITE 250 See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Engaged Capital Co-Invest VI-A, LP
 610 NEWPORT CENTER DRIVE, SUITE 250 See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Engaged Capital Co-Invest VI-B, LP
 610 NEWPORT CENTER DRIVE, SUITE 250 See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Engaged Capital Co-Invest VI-C, LP
 610 NEWPORT CENTER DRIVE, SUITE 250 See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Engaged Capital Flagship Fund, L.P.
 610 NEWPORT CENTER DRIVE See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Engaged Capital Flagship Fund, Ltd.
 610 NEWPORT CENTER DRIVE See
 SUITE 250 Footnote 1
 NEWPORT BEACH, CA 92660

Signatures

/s/ Glenn W. Welling

03/01/2019

__Signature of Reporting Person

Date

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Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Flagship Master Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Co-Invest VI, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-A, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-B, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-C, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/01/2019
__Signature of Reporting Person	Date
Engaged Capital Flagship Fund, Ltd.; By: /s/ Glenn W. Welling, Director	03/01/2019
__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) This Form 4 is filed jointly by Glenn W. Welling, Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"), Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"), Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"), Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital") and Engaged Capital Holdings, LLC ("Engaged Holdings") (collectively, the "Reporting Persons"). (continued in footnote 2)

(2) (continued from footnote 1) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may

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be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

Securities owned directly by Engaged Capital Co-Invest VI. As the general partner and investment adviser of Engaged Capital Co-Invest VI, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Engaged

- (4) Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI.

Securities owned directly by Engaged Capital Co-Invest VI-A. As the general partner and investment adviser of Engaged Capital Co-Invest VI-A, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A.

- (5) Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A.

Securities owned directly by Engaged Capital Co-Invest VI-B. As the general partner and investment adviser of Engaged Capital Co-Invest VI-B, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B.

- (6) Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B.

Securities owned directly by Engaged Capital Co-Invest VI-C. As the general partner and investment adviser of Engaged Capital Co-Invest VI-C, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C.

- (7) Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C.

Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital

- (8) Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

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.