

Welling Glenn W.
Form 3
October 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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.
(Last) (First) (Middle)

610 NEWPORT CENTER
DRIVE, SUITE 250

(Street)

NEWPORT
BEACH, CA 92660

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/27/2017

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,382,115 | I | By: Engaged Capital Flagship Master Fund, LP ⁽¹⁾ |
| Common Stock | 2,117,002 | I | By: Engaged Capital Co-Invest VI, LP ⁽²⁾ |
| Common Stock | 4,412,690 | I | By: Engaged Capital Co-Invest VI-A, LP ⁽³⁾ |
| Common Stock | 2,322,405 | I | By: Engaged Capital Co-Invest VI-B, LP ⁽⁴⁾ |
| Common Stock | 119,487 | I | By: Managed Account of Engaged Capital, LLC ⁽⁵⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Welling Glenn W. 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | X | X | X | X |

Signatures

/s/ Glenn W. Welling 10/10/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Securities held directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Master"). Glenn W. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Master, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities held directly by Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities held directly by Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-A, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities held directly by Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital

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Co-Invest VI-B, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the investment adviser of the Engaged Capital Account, and as
- (5) the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.