

HAIN CELESTIAL GROUP INC  
Form 8-K  
November 17, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): November 11, 2016

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

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

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

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

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On November 11, 2016, The Hain Celestial Group, Inc. (the “Company”) received a notification letter from the Listing Qualifications Staff (the “Staff”) of The NASDAQ Stock Market LLC (“Nasdaq”) notifying the Company that it is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”) because its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 was not filed on a timely basis with the U.S. Securities and Exchange Commission (the “SEC”). The Rule requires the Company to timely file all required periodic financial reports with the SEC. The Company had previously announced that, on November 2, 2016, the Company received formal notice from the Staff that the Company had been granted an extension, through February 27, 2017, to file its periodic reports with the SEC. The Company issued a press release on November 16, 2016 disclosing its receipt of the notification from Nasdaq pursuant to Nasdaq Listing Rule 5810(b). A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events

On November 16, 2016, the Company issued a press release announcing that the Audit Committee of the Company’s Board of Directors concluded its independent review with external counsel into concessions with respect to certain distributors in the United States. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed herewith:

Exhibit No.	Description
99.1	Press Release of The Hain Celestial Group, Inc. dated November 16, 2016

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: November 16, 2016

THE HAIN CELESTIAL GROUP,  
INC.  
(Registrant)

By: /s/ Pasquale Conte

Name: Pasquale Conte

Title: Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

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