

Engaged Capital Co-Invest VI-D, L.P.

Form 4

March 07, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Engaged Capital Co-Invest VI-D,
L.P.

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)
03/05/2017

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Footnote 1

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)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾ <u>(2)</u>	03/05/2019		P	951,932 A \$ 19.9669	1,073,073	I	By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
Common Stock ⁽¹⁾ <u>(2)</u>	03/06/2019		P	102,200 A \$ 20.755	1,175,273	I	By: Engaged Capital Co-Invest VI-D, LP

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Common Stock <u>(1)</u> <u>(2)</u>	03/06/2019	P	162,796	A	\$ 20.5175	1,338,069	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/06/2019	P	253,500	A	\$ 20.7353	1,591,569	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/06/2019	P	184,233	A	\$ 20.5546	1,775,802	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/06/2019	P	520,250	A	\$ 20.2726	2,296,052	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	200,000	A	\$ 21.0204	2,496,052	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	568,175	A	\$ 21.5529	3,064,227	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	6,800	A	\$ 21.2354	3,071,027	I	<u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	930,482	A	\$ 21.2	4,001,509	I	By: Engaged Capital Co-Invest

Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	94,543	A	\$ 21.2957	4,096,052	I	VI-D, LP <u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>						2,309,865	I	By: Engaged Capital Flagship Master Fund, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>						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

(7)

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 Repor 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

Engaged Capital Co-Invest VI-D, L.P.
610 NEWPORT CENTER DRIVE, SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Signatures

Engaged Capital Co-Invest VI-D, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling,
Authorized Signatory

03/07/2019

__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 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 Co-Invest VI-D, LP ("Engaged Capital Co-Invest VI-D"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons").

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To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission. 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, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (2) 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 be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

- (4) 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 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.

- (5) 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. 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.

- (6) 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. 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.

- (7) 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. 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.

- (8) 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 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.

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

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.