

HANCOCK JOHN FINANCIAL SERVICES INC

Form SC 13G/A

January 31, 2003

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OMB APPROVAL  
OMB Number 3235-0145  
Expires: October 31, 2002  
Estimated average burden  
hours per response . . . 14.90  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Hain Celestial Group, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

405217100

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|---------------------|-------|--------------|
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|   |                                                              |
|---|--------------------------------------------------------------|
| 1 | NAME OF REPORTING PERSON                                     |
|   | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only). |

John Hancock Financial Services, Inc.  
I.R.S. No. 04-3483032

|   |                                                   |                              |
|---|---------------------------------------------------|------------------------------|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) <input type="checkbox"/> |
|   | N/A                                               | (b) <input type="checkbox"/> |

|   |              |
|---|--------------|
| 3 | SEC USE ONLY |
|---|--------------|

|   |                                      |
|---|--------------------------------------|
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
|   | Delaware                             |

|                     |   |                   |
|---------------------|---|-------------------|
|                     | 5 | SOLE VOTING POWER |
| Number of<br>Shares |   | -0-               |

|                                  |   |                     |
|----------------------------------|---|---------------------|
|                                  | 6 | SHARED VOTING POWER |
| Beneficially<br>Owned by<br>Each |   | -0-                 |

|                             |   |                        |
|-----------------------------|---|------------------------|
|                             | 7 | SOLE DISPOSITIVE POWER |
| Reporting<br>Person<br>With |   | -0-                    |

|  |   |                          |
|--|---|--------------------------|
|  | 8 | SHARED DISPOSITIVE POWER |
|--|---|--------------------------|

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-0-

|                                                             |                                                                       |                                                                                        |
|-------------------------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| 9                                                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          | None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC |
| 10                                                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | N/A                                                                                    |
| 11                                                          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                       | See line 9, above.                                                                     |
| 12                                                          | TYPE OF REPORTING PERSON*                                             | HC                                                                                     |
| *SEE INSTRUCTIONS BEFORE FILLING OUT!<br>PAGE 2 OF 10 PAGES |                                                                       |                                                                                        |

|                     |     |              |
|---------------------|-----|--------------|
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|---------------------|-----|--------------|

|           |                                                                                          |                                                                     |
|-----------|------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 1         | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only). | John Hancock Life Insurance Company<br>I.R.S. No. 04-1414660        |
| 2         | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                                        | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/><br>N/A |
| 3         | SEC USE ONLY                                                                             |                                                                     |
| 4         | CITIZENSHIP OR PLACE OF ORGANIZATION                                                     | Commonwealth of Massachusetts                                       |
| 5         | SOLE VOTING POWER                                                                        |                                                                     |
| Number of |                                                                                          |                                                                     |

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Shares -0-

Beneficially Owned by Each 6 SHARED VOTING POWER -0-

Reporting Person With 7 SOLE DISPOSITIVE POWER -0-

8 SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 See line 9, above.

12 TYPE OF REPORTING PERSON\* IC, IA, HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
  
John Hancock Subsidiaries, LLC  
I.R.S. No. 04-2687223

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |\_|

N/A

|                                  |                                                                                                                                                            |
|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3                                | SEC USE ONLY                                                                                                                                               |
| 4                                | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                                                                                       |
| Number of<br>Shares              | 5<br>SOLE VOTING POWER<br><br>-0-                                                                                                                          |
| Beneficially<br>Owned by<br>Each | 6<br>SHARED VOTING POWER<br><br>-0-                                                                                                                        |
| Reporting<br>Person<br>With      | 7<br>SOLE DISPOSITIVE POWER<br><br>-0-                                                                                                                     |
|                                  | 8<br>SHARED DISPOSITIVE POWER<br><br>-0-                                                                                                                   |
| 9                                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC |
| 10                               | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*<br><br>N/A                                                                           |
| 11                               | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br><br>See line 9, above.                                                                                  |
| 12                               | TYPE OF REPORTING PERSON*<br><br>HC                                                                                                                        |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

The Berkeley Financial Group, LLC  
I.R.S. No. 04-3145626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☐

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of  
Shares 5 SOLE VOTING POWER  
-0-

Beneficially  
Owned by  
Each 6 SHARED VOTING POWER  
-0-

Reporting  
Person  
With 7 SOLE DISPOSITIVE POWER  
-0-

8 SHARED DISPOSITIVE POWER  
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

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12 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC  
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐  
(b) ☐

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
Number of  
Shares -0-

6 SHARED VOTING POWER  
Beneficially  
Owned by  
Each -0-

7 SOLE DISPOSITIVE POWER  
Reporting  
Person  
With -0-

8 SHARED DISPOSITIVE POWER  
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

-----

Hain Celestial Group Inc

Item 1(b) Address of Issuer's Principal Executive Offices:

-----

58 South Service Road  
Melville, NY 11747

Item 2(a) Name of Person Filing:

-----

This filing is made on behalf of John Hancock Financial Services, Inc. ("JHFS"), JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO"), JHLICO's direct, wholly-owned subsidiary, John Hancock Subsidiaries, LLC ("JHS"), JHS's direct, wholly-owned subsidiary, The Berkeley Financial Group, LLC ("TBFG") and TBFG's direct, wholly-owned subsidiary, John Hancock Advisers, LLC ("JHA").



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Item 2(b) Address of the Principal Offices:  
-----  
The principal business offices of JHFS, JHLICO and JHS are located at John Hancock Place, P.O. Box 111, Boston, MA 02117. The principal business offices of TBFG and JHA are located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c) Citizenship:  
-----  
JHLICO was organized and exists under the laws of the Commonwealth of Massachusetts. JHFS, JHS, TBFG and JHA were organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:  
-----  
Common Stock

Item 2(e) CUSIP Number:  
-----  
405217100

Item 3 If the Statement is being filed pursuant to Rule  
-----  
13d-1(b), or 13d-2(b), check whether the person filing is a:  
-----

JHFS: (g) (X) Parent Holding Company, in accordance with  
ss.240.13d-1(b) (ii) (G) .

JHLICO: (c) (X) Insurance Company as defined in ss.3(a) (19) of the Ac  
(e) (X) Investment Adviser registered under ss.203 of the  
Investment Advisers Act of 1940.

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(g) (X) Parent Holding Company, in accordance with  
ss.240.13d-1(b) (ii) (G) .

JHS: (g) (X) Parent Holding Company, in accordance with  
ss.240.13d-1(b) (ii) (G) .

TBFG: (g) (X) Parent Holding Company, in accordance with  
ss.240.13d-1(b) (ii) (G) .

JHA: (e) (X) Investment Adviser registered under ss.203 of  
the Investment Advisers Act of 1940.

Item 4 Ownership:  
-----

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: 0%

(c) (i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:

-----  
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

-----  
See Item 4.

Item 7 Identification and Classification of the Subsidiary which Acquired the

-----  
Security Being Reported on by the Parent Holding Company:

-----  
See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

-----  
Not applicable.

Item 9 Notice of Dissolution of a Group:

-----  
Not applicable.

Item 10 Certification:

-----  
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

John Hancock Financial Services, Inc.

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Dated: January 29, 2003

By: /s/ James E. Collins

Name: James E. Collins  
Title: Vice President and Corporate

John Hancock Life Insurance Company

By: /s/ Gregory P. Winn

Name: Gregory P. Winn  
Title: Vice President & Treasurer

John Hancock Subsidiaries, LLC

By: /s/ Gregory P. Winn

Name: Gregory P. Winn  
Title: Treasurer

Dated: January 29, 2003

The Berkeley Financial Group, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton  
Title: Senior Vice President

Dated: January 29, 2003

John Hancock Advisers, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton  
Title: Senior Vice President

Dated: January 29, 2003

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EXHIBIT A

JOINT FILING AGREEMENT

John Hancock Financial Services, Inc., John Hancock Life Insurance Company, John Hancock Subsidiaries, LLC, The Berkeley Financial Group, LLC and John Hancock Advisers, LLC agree that the Terminated Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Common Stock of Hain Celestial Group, Inc. is filed on behalf of each of them.

John Hancock Financial Services, Inc.

By: /s/ James E. Collins

Name: James E. Collins  
Title: Vice President and Corporate

Dated: January 29, 2003

John Hancock Life Insurance Company

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Dated: January 29, 2003

By: /s/ Gregory P. Winn

Name: Gregory P. Winn

Title: Vice President & Treasurer

John Hancock Subsidiaries, LLC

By: /s/ Gregory P. Winn

Name: Gregory P. Winn

Title: Treasurer

Dated: January 29, 2003

The Berkeley Financial Group, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: January 29, 2003

John Hancock Advisers, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: January 29, 2003

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