

Schiller Mark L.
Form 4
November 07, 2018

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 *
Schiller Mark L.

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)

C/O THE HAIN CELESTIAL
GROUP, INC., 1111 MARCUS
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President and CEO

(Street)

LAKE SUCCESS, NY 11042

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	11/05/2018		A		78,555	A	\$ 0
					78,555	D	

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
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(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Performance Based Restricted Stock Units	(2)	11/06/2018		A	1,050,000 (3)	(3) (3)	Common Stock 1,050

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schiller Mark L. C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042	President and CEO

Signatures

/s/ Mark L.
Schiller 11/07/2018

__Signature of Date
Reporting Person

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) Represents a grant of restricted shares of the Issuer's common stock, which will vest in three (3) equal installments on November 5, 2019, 2020 and 2021.
- (2) Each performance-based restricted stock unit ("PSU") represents a contingent right to receive one share of common stock of The Hain Celestial Group, Inc. (the "Company").
- (3) These PSUs are subject to both performance and time vesting requirements. The number of PSUs reported represents the target number awarded on the grant date. The number of PSUs that vest, if any, may vary from 0% to 100% of the target number shown, and is based on criteria related to the Company's annual total shareholder return over the three-year period beginning on the date of grant. The time vesting requirement will be satisfied on November 6, 2021.

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.