STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

HAIN CELESTIAL GROUP INC

Form 4

November 25, 2013

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Schechter David S.

(First) (Middle)

C/O ICAHN CAPITAL LP, 767 FIFTH AVENUE, SUITE 4700

(Street)

(State)

HAIN CELESTIAL GROUP INC [HAIN]

2. Issuer Name and Ticker or Trading

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

11/19/2013

Symbol

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) please see remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10153

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionNumber Derivative Conversion

5.

6. Date Exercisable and **Expiration Date**

7. Title and Amount of

8. Price of 9. Nu Derivative Deriv

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Security	or Exercise	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired				Secur	rities	(Instr. 5)	Bene
	Derivative								(Instr	. 3 and 4)		Own
	Security											Follo
					(A) or	•						Repo
					Dispos	sed						Trans
					of (D)							(Instr
					(Instr.	3,						
					4, and 5)							
			Code	V	(A) ((D)	Date	Expiration	Title	Amount		
					`	` ′	Exercisable	Date		or		
										Number		
										of		
										Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Schechter David S. C/O ICAHN CAPITAL LP 767 FIFTH AVENUE, SUITE 4700 NEW YORK, NY 10153	X			please see remarks				

Signatures

DAVID S.
SCHECHTER
11/25/2013

**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).

Remarks:

As of November 19, 2013, Mr. Schechter ceaased to be a director of The Hain Celestial Group, Inc.

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.

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