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Form 4 November 2											
FORM	4	~~ . ~~ ~	~~~~			~~~~			OMB AF	PROVAL	
	•• UNITED	STATES						OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger o STATEN 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the I	Public U	Itility Ho	lding Co	mpai	U	1935 or Section			
(Print or Type	Responses)										
1. Name and A SIMON IR	Symbol					5. Relationship of Reporting Person(s) to Issuer					
		HAIN CELESTIAL GROUP INC [HAIN]					(Check all applicable)				
(Last)		Middle)		e of Earliest Transaction h/Day/Year)				_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below)			
	IAIN CELESTIA NC., 1111 MARC		05/08/2	2015			, i	· · · · · · · · · · · · · · · · · · ·	& Chairman	of Bd	
	(Street)	-		endment, E onth/Day/Ye	-	al	1	5. Individual or Joi Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Pe	rson	
LAKE SUC	CCESS, NY 1104	2					-	Person		porting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	e Secu	irities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi oror Dispo (Instr. 3, Amount	sed of 4 and (A) or		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								1,703,614	D		
Common Stock								21,812	I	By spouse (1)	
Common Stock	05/08/2015			Р	1,500	А	\$ 61.494 (2)	137,282 <u>(3)</u>	Ι	By trusts (4)	
Common Stock	11/10/2017			Р	1,500	A	\$ 35.22	138,782 <u>(3)</u>	Ι	By trusts (4)	
	11/10/2017			Р	8,000	А		146.782 (3)	I		

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Common	\$	By trusts
Stock	35.2115	(4)
	(5)	

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)

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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				
SIMON IRWIN D C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042	Х		Pres., CEO & Chairman of Bd					
Signatures								
/s/ Irwin D. 11/22/2017 Simon								

**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) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

(2)

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Represents the weighted average purchase price of the common stock purchased by a trust for the benefit of Mr. Simon's family on May 8, 2015. The range of stock prices was \$61.49 to \$61.50. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares purchased at each separate price.

(3) Reflects the number of shares of common stock beneficially owned as of the date of this filing. The number of shares of common stock includes shares held by a trust prior to Mr. Simon's spouse, Daryl Simon, becoming trustee.

Reflects shares of common stock held by a number of trusts, for the benefit of Mr. Simon's family, for which the Reporting Person or his spouse, Daryl Simon, is the trustee or custodian. Mr. Simon disclaims beneficial ownership of the common stock held by such trusts, except to the extent of his pecuniary interest therein. This Form 4 is being filed to reflect transactions by certain trusts that were inadvertently not reported timely due to administrative error.

Represents the weighted average purchase price of the common stock purchased by a trust for the benefit of Mr. Simon's family on(5) November 10, 2017. The range of stock prices was \$35.21 to \$35.2199. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares purchased at each separate price.

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.