

Engaged Capital Flagship Master Fund, LP  
 Form 3  
 March 02, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Engaged Capital LLC (Last) (First) (Middle)  610 NEWPORT CENTER DRIVE, SUITE 250 (Street)  NEWPORT BEACH, CA 92660 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/28/2018	3. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	1,382,115	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Common Stock <sup>(1)</sup>	2,117,002	I	By: Engaged Capital Co-Invest VI, LP <sup>(3)</sup>
Common Stock <sup>(1)</sup>	4,412,690	I	By: Engaged Capital Co-Invest VI-A, LP <sup>(4)</sup>
Common Stock <sup>(1)</sup>	2,322,405	I	By: Engaged Capital Co-Invest VI-B, LP <sup>(5)</sup>
Common Stock <sup>(1)</sup>	1,407,543	I	By: Engaged Capital Co-Invest VI-C, LP <sup>(6)</sup>
Common Stock <sup>(1)</sup>	119,487	I	By: Managed Account of Engaged Capital, LLC <sup>(7)</sup>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engaged Capital LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660	^	^ X	^	^
Engaged Capital Holdings, LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660	^	^ X	^	^
Engaged Capital Flagship Master Fund, LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660	^	^	^	See Footnote 1
Engaged Capital Co-Invest VI, LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660	^	^	^	See Footnote 1
Engaged Capital Co-Invest VI-A, LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660	^	^	^	See Footnote 1
Engaged Capital Co-Invest VI-B, LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92009	^	^	^	See Footnote 1
	^	^	^	See Footnote 1

Engaged Capital Co-Invest VI-C, LP  
610 NEWPORT CENTER DRIVE  
SUITE 250  
NEWPORT BEACH, CA 92009

Engaged Capital Flagship Fund, L.P.  
610 NEWPORT CENTER DRIVE           Â           Â           Â           See Footnote 1  
SUITE 250  
NEWPORT BEACH, CA 92660

Engaged Capital Flagship Fund, Ltd.  
610 NEWPORT CENTER DRIVE           Â           Â           Â           See Footnote 1  
SUITE 250  
NEWPORT BEACH, CA 92660

## Signatures

Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Flagship Master Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Co-Invest VI, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-A, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-B, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Co-Invest VI-C, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	03/02/2018
**Signature of Reporting Person	Date
Engaged Capital Flagship Fund, Ltd.; By: /s/ Glenn W. Welling, Director	03/02/2018
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 3 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

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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 Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital") and Engaged Capital Holdings, LLC ("Engaged Holdings") (collectively, the "Reporting Persons"). 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 its pecuniary interest therein.

- 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
- (2) 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.

- 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
- (3) Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI.

- 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.
- (4)

- 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.
- (5)

- 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.
- (6)

- 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.
- (7)

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.