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HAIN CELESTIAL GROUP INC Form 4 February 10, 2016 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SIMON IRWIN D Issuer Symbol HAIN CELESTIAL GROUP INC (Check all applicable) [HAIN] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O THE HAIN CELESTIAL 02/08/2016 Pres., CEO & Chairman of Bd GROUP, INC., 1111 MARCUS **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE SUCCESS. NY 11042 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 4. Securities Acquired (A) 5. Amount of 2. Transaction Date 2A. Deemed 7. Nature of 6. Transaction Disposed of (D) Ownership Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 02/08/2016 \$ 5.88 2,124,362 D M 600,000 A Stock Common D \$ 380.589 02/08/2016 F 1.743.773 D (1) 34.13 Stock Common Ι 124,782 By trust Stock Common By spouse Ι 4,140 (2) Stock

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

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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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.88	02/08/2016		М		600,000	(3)	03/11/2016	Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
SIMON IRWIN D C/O THE HAIN CELESTI 1111 MARCUS AVENUE LAKE SUCCESS, NY 110	Х		Pres., CEO & Chairman of Bd					
Signatures								
/s/ Irwin D. Simon	02/10/2016							
** Signature of	Date							

<u>**</u>Signature of 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 the payment of exercise price and tax liability by the withholding of securities.
- (2) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.
- The option, representing a right to purchase a total of 600,000 shares (adjusted to reflect the Issuer's two-for-one stock split of common
- (3) stock on December 29, 2014), became exercisable in four equal annual installments beginning on March 11, 2010, which was the first anniversary of the date on which the option was granted. The option expires on March 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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