

Engaged Capital Co-Invest VI-D, L.P.
 Form 4
 March 07, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Engaged Capital Co-Invest VI-D,
 L.P.

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)
 610 NEWPORT CENTER DRIVE,
 SUITE 250
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/05/2017

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 Other (specify below)
 See Footnote 1

NEWPORT BEACH, CA 92660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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⁾ <u>(2)</u>	03/05/2019		P		951,932	A	\$ 19.9669	1,073,073	I	By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
Common Stock ⁽¹⁾ <u>(2)</u>	03/06/2019		P		102,200	A	\$ 20.755	1,175,273	I	By: Engaged Capital Co-Invest VI-D, LP

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<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/06/2019	P	162,796	A	\$ 20.5175	1,338,069	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/06/2019	P	253,500	A	\$ 20.7353	1,591,569	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/06/2019	P	184,233	A	\$ 20.5546	1,775,802	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/06/2019	P	520,250	A	\$ 20.2726	2,296,052	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/07/2019	P	200,000	A	\$ 21.0204	2,496,052	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/07/2019	P	568,175	A	\$ 21.5529	3,064,227	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/07/2019	P	6,800	A	\$ 21.2354	3,071,027	I	⁽⁹⁾ By: Engaged Capital Co-Invest VI-D, LP ⁽⁹⁾
<u>Common Stock</u> ⁽¹⁾ <u>(2)</u>	03/07/2019	P	930,482	A	\$ 21.2	4,001,509	I	By: Engaged Capital Co-Invest

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Common Stock <u>(1)</u> <u>(2)</u>	03/07/2019	P	94,543	A	\$ 21.2957	4,096,052	I	VI-D, LP <u>(9)</u> By: Engaged Capital Co-Invest VI-D, LP <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>						2,309,865	I	By: Engaged Capital Flagship Master Fund, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>						195,655	I	By: Managed Account of Engaged Capital, LLC <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>						21,577	D	
Common Stock <u>(1)</u> <u>(2)</u>						2,117,002	I	By: Engaged Capital Co-Invest VI, LP <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u>						4,412,690	I	By: Engaged Capital Co-Invest VI-A, LP <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>						2,322,405	I	By: Engaged Capital Co-Invest VI-B, LP <u>(6)</u>
Common Stock <u>(1)</u> <u>(2)</u>						1,407,543	I	By: Engaged Capital Co-Invest VI-C, LP

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 number.

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(9-02)

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. 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engaged Capital Co-Invest VI-D, L.P. 610 NEWPORT CENTER DRIVE, SUITE 250 NEWPORT BEACH, CA 92660				See Footnote 1

Signatures

Engaged Capital Co-Invest VI-D, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory 03/07/2019

__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) This Form 4 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 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 Co-Invest VI-D, LP ("Engaged Capital Co-Invest VI-D"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons").

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To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission. Each of the Reporting Persons may be deemed to be a member of a Section 13(d)

(2) 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 his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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 Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to

(3) 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. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, 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

(4) Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, 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

(5) Engaged Capital Co-Invest VI-A. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A.

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

(6) Engaged Capital Co-Invest VI-B. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B.

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

(7) Engaged Capital Co-Invest VI-C. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C.

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

(8) Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

Securities owned directly by Engaged Capital Co-Invest VI-D. As the general partner and investment adviser of Engaged Capital Co-Invest VI-D, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by

(9) Engaged Capital Co-Invest VI-D. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own these securities owned directly by Engaged Capital Co-Invest VI-D.

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.