

Engaged Capital Co-Invest VI-D, L.P.

Form 3

March 07, 2019

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Engaged Capital Co-Invest
VI-D, L.P.

(Last) (First) (Middle)

610 NEWPORT CENTER
DRIVE, SUITE 250

(Street)

NEWPORT
BEACH, Â CA Â 92660

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/05/20193. Issuer Name **and** Ticker or Trading Symbol

HAIN CELESTIAL GROUP INC [HAIN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See Footnote 16. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**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 (1) (2)

121,141

D Â

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

SEC 1473 (7-02)

**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.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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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	Â	Â	Â	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 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) Engaged Capital Co-Invest VI-D, LP ("Engaged Capital Co-Invest VI-D") may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.

- 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, LLC ("Engaged Capital") may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-D. Engaged Capital Holdings, LLC ("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-D. Glenn W. 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-D.

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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