

HAIN CELESTIAL GROUP INC
Form PRE 14A
October 10, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

THE HAIN CELESTIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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Notice of the 2017 Annual Meeting and Proxy Statement

Thursday, November 16, 2017 at 11:00 a.m., Eastern Time

1111 Marcus Avenue, Lake Success, New York 11042

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LETTER TO OUR SHAREHOLDERS

THE HAIN CELESTIAL GROUP, INC.

1111 Marcus Avenue

Lake Success, NY 11042

516-587-5000

[October , 2017]

Dear Fellow Stockholder:

You are cordially invited to attend the fiscal year 2017 Annual Meeting of Stockholders (the *Annual Meeting*) of The Hain Celestial Group, Inc., which will be held at 1111 Marcus Avenue, Lake Success, New York on Thursday, November 16, 2017, at 11:00 a.m. Eastern Time.

At our Annual Meeting, our stockholders will vote on (1) the election of the 11 director nominees named in the accompanying proxy statement, (2) a proposal to amend our By-Laws to implement advance notice procedures for stockholder proposals, (3) a proposal to amend our By-Laws to implement proxy access, (4) an advisory vote regarding the compensation of our named executive officers for the fiscal year ended June 30, 2017, as set forth in the accompanying proxy statement, (5) an advisory vote regarding the frequency of holding advisory votes on executive compensation and (6) the ratification of the appointment of our registered independent accountants.

In addition to these formal items of business, we will review the major developments of the past year and share with you some of our plans for the future. You will have an opportunity to ask questions and express your views to the senior management and members of the Board of Directors of The Hain Celestial Group, Inc., who are also expected to be present.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please submit your vote.

I hope you will join us on November 16th.

Sincerely,

Irwin D. Simon

Founder, President, Chief Executive

Officer and Chairman of the Board

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THE HAIN CELESTIAL GROUP, INC.

1111 Marcus Avenue

Lake Success, NY 11042

516-587-5000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

To the Stockholders of THE HAIN CELESTIAL GROUP, INC.:

The 2017 Annual Meeting of Stockholders (the *Annual Meeting*) of The Hain Celestial Group, Inc. will be held on Thursday, November 16, 2017 at 11:00 a.m., Eastern Time at 1111 Marcus Avenue, Lake Success, New York for the following purposes:

1. To elect the 11 director nominees specified herein to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified;
2. To approve an amendment of our By-Laws to implement advance notice procedures for stockholder proposals;
3. To approve an amendment of our By-Laws to implement proxy access;
4. To approve, on an advisory basis, named executive officer compensation for the fiscal year ended June 30, 2017, as set forth in the attached proxy statement;
5. To approve, on an advisory basis, the frequency of holding future advisory votes on named executive officer compensation (*Say on Pay Frequency*);
6. To ratify the appointment of Ernst & Young LLP as our registered independent accountants for the fiscal year ending June 30, 2018; and
7. To transact such other business as may properly come before the Annual Meeting (including any adjournments or postponements thereof).

These matters are more fully described in the attached proxy statement, which is made a part of this notice.

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Only stockholders of record as of the close of business on September 25, 2017 are entitled to notice of, and to vote at, the Annual Meeting, or any adjournment or postponement thereof. A list of these stockholders will be available for inspection by any stockholder for any purpose germane to the Annual Meeting for a period of ten days prior to the Annual Meeting at our principal executive office located at 1111 Marcus Avenue, Lake Success, NY 11042, and will also be available at the Annual Meeting.

Your vote is important. Whether or not you expect to attend the Annual Meeting in person, please submit your vote as soon as possible. If you received a paper copy of the proxy card by mail, you may mark, sign and date the proxy card and return it in the enclosed postage-paid envelope. If you attend the Annual Meeting, you may choose to vote in person even if you have previously voted your shares.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 16, 2017: A complete set of proxy materials relating to our Annual Meeting is available on the Internet. These materials, consisting of the Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report on Form 10-K to Stockholders for the fiscal year ended June 30, 2017, may be viewed at <http://www.hain.com/proxy>.

By order of the Board of Directors,

Denise M. Faltischek

Executive Vice President and General Counsel,

Corporate Secretary

Dated: [October , 2017]

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Directions to the Annual Meeting of Stockholders

From New York City: Take the Long Island Expressway East to the Cross Island Parkway South (Exit 31S), to the Grand Central Parkway East (Exit 29E). The Grand Central Parkway becomes the Northern State Parkway. Take Exit 25 towards Lakeville Road/New Hyde Park Road/Great Neck. Cross over Marcus Avenue into the 1111 Marcus Avenue complex. Park in HAIN designated spots in the northwest parking lot. Enter Building 1.

From Eastern Long Island: Take the Northern State Parkway West to Exit 25 towards Lakeville Road/New Hyde Park Road/Great Neck. Turn right onto Lakeville Road. Make the first left onto Marcus Avenue. 1111 Marcus Avenue will be on the right. Park in HAIN designated spots in the northwest parking lot. Enter Building 1.

Long Island Rail Road: Take the Port Jefferson Branch Line to the New Hyde Park Station. Take a taxi to 1111 Marcus Avenue, Lake Success, New York. Enter Building 1.

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THE HAIN CELESTIAL GROUP, INC.

PROXY STATEMENT

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Proxy materials, including this proxy statement, are first being sent to stockholders beginning on or about October 10, 2017. This summary highlights information contained within this proxy statement. You should read the entire proxy statement carefully and consider all information before voting. Page references are supplied to help you find further information in this proxy statement.

VOTING MATTERS AND VOTE RECOMMENDATION

Voting Matter	Board Vote Recommendation	See Page Number for more information
Election of Directors	FOR each nominee	11
Amendment of our By-Laws to Implement Advance Notice	FOR	23
Amendment of our By-Laws to Implement Proxy Access	FOR	25
Advisory Vote to Approve Named Executive Officer Compensation	FOR	49
Advisory Vote on Say on Pay Frequency	EVERY YEAR	51
Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	52

OVERVIEW

During fiscal year 2016, in order to best position Hain Celestial for the future, we commenced a strategic review of our business. We set out to identify opportunities to fuel and sustain our future growth, including supply chain optimization, procurement and rationalization of our product portfolio, and to reinvest incremental cost savings into the business to further brand building efforts in order to drive distribution and household penetration. As consumers increasingly choose their purchases based on health and wellness, ingredient transparency and environmental sustainability, we believe our ability to operate our businesses with a greater sense of purpose will continue to differentiate us.

We look to simplify our business through Project Terra. Terra means from the Earth, and Project Terra represents a bottoms-up approach to streamline our business and drive cost savings and efficiencies in our business, allowing us to invest more in our leading brands and serve as a more strategic partner to our customers to bring better products to more consumers around the world, unleashing and maximizing the value of our assets. We have identified opportunities that we believe will help us to achieve approximately \$350 million of cost savings globally over the next three years.

We have created seven core platforms To Create and Inspire A Healthier Way of Life starting with Hain Celestial United States. These platforms are defined by common customer need, route-to-market or internal advantage, and are aligned with our strategic roadmap to continue our leadership position in the organic, natural and better-for-you market. We also formed Cultivate to strategically invest and incubate lifestyle brands, concepts, products and technology, which focus on health and wellness.

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PROXY STATEMENT SUMMARY

In fiscal year 2017 we embarked on a multi-year strategic plan to transform the Company by building upon our strong brands around the world and focused on driving improvements in almost every aspect of our business. With a strong balance sheet and cash position, and a business model that generates strong cash flow, we are in a position to invest in our brands.

In addition, during fiscal year 2017, we executed on the following initiatives:

Concluded Accounting Review with No Material Changes to Previously Reported Financial Statements

Self-initiated, exhaustive review process.

Fully independent review initiated by the Audit Committee, which retained independent counsel and third party experts to assist in the review.

Implemented improved financial control with strong finance team, including new hires.

Fiscal Year 2017 Financial Highlights

\$2.9 billion net sales, a 1% decrease on a GAAP basis and up 3% in constant currency compared to fiscal year 2016 net sales as Hain Celestial United States returned to growth in the fourth quarter of fiscal year 2017.

Generated Operating Cash Flow of \$217 million and spent \$63 million on Capital Expenditures, resulting in \$154 million of Operating Free Cash Flow.

Net repayment of \$111 million in debt.

Managed expenses and balance sheet.

Project Terra

Established new core category platforms:

Better-For-You Baby, Better-For-You Pantry, Better-For-You Snacking, Fresh Living, Tea, Pure Personal Care and Cultivate.

Implemented stock-keeping unit (SKU) rationalization, eliminating \$24 million in net sales, or approximately 20% of the SKUs, in the United States reporting segment.

Expanded global cost savings initiative to \$350 million through fiscal year 2020.

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PROXY STATEMENT SUMMARY

Invested in Top Brands and Capabilities Globally

Increased strategic investments and consumer engagement in brand building assets

Enhanced in-market and online retail activation

Introduced over 200 new innovative products worldwide

Strategic Transactions

Expanded branded portfolio through two strategic acquisitions in the growing chilled category:

Yorkshire Provender under Hain Daniels and

Better Bean under Cultivate

Entered into a strategic joint venture with the Future Group in India

Licensed Rosetto® brand to Rosetto Foods LLC, a joint venture in which the Company holds a minority interest

Divested own-label freshly squeezed fruit juice business in the United Kingdom

Enhanced Leadership Team to Deliver Strategic Plan

Strengthened management team with seasoned professionals including deep consumer products, brand building and natural product experience as well as financial experience

Corporate Governance and Shareholder Communication

Appointed Andrew Heyer as Lead Independent Director

Refreshed Board of Directors with the addition of six highly-qualified independent directors with valuable industry experience

Robust Stockholder Engagement

We are focused on four key initiatives, which we refer to as our Four-Point Strategic Plan, in the coming years:

Invest in Top Brands and Capabilities to Grow Globally

Expand Project Terra Cost Savings Globally

Enhance the Leadership Team to Deliver Strategic Plan

Return Capital to Shareholders

See "Reconciliation of Non-U.S. GAAP Financial Measures to U.S. GAAP Financial Measures" for a discussion of the non-U.S. GAAP financial measures used herein and for reconciliation to the most directly comparable U.S. GAAP Financial Measure. In addition, detailed information on our financial and operational performance can be found in our Annual Report on Form 10-K for our fiscal year ended June 30, 2017.

ACCOUNTING REVIEW

As previously reported, during the fourth quarter of fiscal year 2016, the Company identified concessions that were granted to certain distributors in the United States and commenced an internal accounting review in order to determine whether the revenue associated with those concessions was accounted for in the correct period and to evaluate its internal control over financial reporting. The Audit Committee of the Company's Board of Directors separately conducted an independent review of these matters and retained independent counsel to assist in their review. On November 16, 2016, the Company announced that the independent review of the Audit Committee had been completed, which found no evidence of intentional wrongdoing in connection with the Company's financial statements.

In connection with its evaluation of the timing of the recognition of revenue, the Company conducted a comprehensive evaluation of the appropriate accounting methodology for the United States segment's largest distributors and determined

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PROXY STATEMENT SUMMARY

that the revenue associated with such distributors had been properly accounted for in the correct period. The Company also identified certain immaterial adjustments unrelated to revenue recognition, which are not material to the financial statements reported in any interim or annual period and therefore did not result in a restatement to previously filed financial statements. The Company also identified certain deficiencies in its internal control over financial reporting. These control deficiencies could have resulted in misstatements of the aforementioned accounts and disclosures that would have resulted in a material misstatement to the annual or interim consolidated financial statements that would not have been prevented or detected in a timely manner. Accordingly, we have determined that these control deficiencies constitute material weaknesses.

Management is committed to the planning and implementation of remediation efforts to address the material weaknesses. These remediation efforts, summarized below, which have been implemented or are in the process of implementation, are intended to both address the identified material weaknesses and to enhance our overall financial control environment. In this regard, our initiatives include:

Organizational Enhancements The Company has identified and implemented several organizational enhancements as follows: (i) the creation of a new position, Global Revenue Controller, which is responsible for all aspects of the Company's revenue recognition policies, procedures and the proper application of accounting to the Company's sales arrangements; (ii) the hiring of a new Controller for the Company's United States segment, who is responsible for all accounting functions in the United States segment; (iii) the establishment of an internal audit function that reports directly to the Audit Committee; (iv) the identification and hiring of a Chief Compliance Officer, who is focused on establishing standards and implementing procedures to ensure that the compliance programs throughout the Company are effective and efficient in identifying, preventing, detecting and correcting noncompliance with applicable rules and regulations; and (v) the enhancement of the Company's organizational structure over all finance functions and an increase of the Company's accounting personnel with people that have the knowledge, experience, and training in U.S. GAAP to ensure that a formalized process for determining, documenting, communicating, implementing and monitoring controls over the financial reporting and disclosure processes is maintained.

Information Technology General Controls and IT Dependent Controls The Company has identified and begun to implement several enhancements including (i) the hiring of a new Chief Information Officer; (ii) the centralization of the management of certain key IT systems under the corporate IT organization to provide consistent user access and change management controls; (iii) the establishment of a more comprehensive review and approval process for authorizing and monitoring user access to key systems; and (iv) the evaluation of the design and implementation of the process-level controls over the existence, completeness, and accuracy of data included in various reports and spreadsheets that support the financial statements.

Revenue Practices The Company has evaluated its revenue practices and has implemented improvements in those practices, including: (i) the development of more comprehensive revenue recognition policies and improved procedures to ensure that such policies are understood and consistently applied; (ii) better communication among all functions involved in the sales process (e.g., sales, legal, accounting, finance); (iii) increased standardization of contract documentation and revenue analyses for individual transactions; and (iv) the development of a more comprehensive review process and monitoring controls over contracts with customers, customer payments and incentives, including corporate review of related accruals and presentation of trade promotions and incentives.

Training Practices The Company has developed a comprehensive revenue recognition and contract review training program. This training is focused on senior-level management and customer-facing employees as well as finance, sales and marketing personnel. When fully implemented and operational, we believe the measures described above will remediate the material weaknesses we have identified and strengthen our internal control over financial reporting. We are working to have these material weaknesses remediated as soon as possible and significant progress has been made to date. We are committed to continuing to improve our internal control processes and will continue to diligently and vigorously review our financial reporting controls and procedures.

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CORPORATE GOVERNANCE

Corporate Governance Strengths

We are committed to good corporate governance, which promotes the long-term interests of our stockholders and strengthens our Board and management accountability. Highlights of our corporate governance practices include the following:

Majority voting in uncontested elections

Annual Say-on-Pay vote

100% independent Committee members

Lead independent director

Strict policy of no pledging or hedging of company shares

Clawback policy

Stock ownership guidelines for directors and officers

Robust Code of Business Conduct and Ethics

Annual Board and Committee self-evaluations

Periodic reviews of Committee Charters, Corporate Governance Guidelines and Code of Business Conduct and Ethics

STOCKHOLDER ENGAGEMENT

We greatly value our stockholders' perspectives and, at the direction of our Compensation Committee, launched a formal stockholder engagement process in fiscal 2014. This engagement effort focused on our compensation and corporate governance practices and supplemented our ongoing stockholder engagement process with institutional investors. During the summer and fall of 2015, we had discussions with and

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received valuable feedback on our executive compensation practices and corporate governance policies from investors representing approximately 46% of our outstanding shares. See the Stockholder Engagement Compensation and Governance Action section within our Compensation Discussion and Analysis on page [] of this proxy statement for details on our stockholder engagement efforts.

In light of the results of our 2015 Say-on-Pay vote and the feedback we received from our investors during our stockholder engagement, the Compensation Committee has modified key elements of our executive compensation program to enhance the link between executive pay and company performance, increase the alignment of our management with our stockholders and mitigate risk. In addition, as a result of stockholder feedback, we made certain changes to our governance practices:

Changes to Compensation and Governance Practices Since 2015 Annual Meeting

WHAT WE HEARD	WHAT WE HAVE DONE IN RESPONSE	INTENDED OUTCOME	WHEN EFFECTIVE
<p>Net revenue and EBITDA were duplicative performance metrics in both the annual and long-term incentive plans</p>	<p>Adopted a different performance measure, relative total stockholder return (Relative TSR), for the long-term incentive plan</p> <p>Eliminated EBITDA as a performance measure in the long-term incentive plan</p>	<p>Provides stockholders with another basis on which to evaluate the Company's performance</p>	<p>2016-2018 Long-Term Incentive Plan (adopted in late calendar year 2015)</p>

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WHAT WE HEARD	WHAT WE HAVE DONE IN RESPONSE	INTENDED OUTCOME	WHEN EFFECTIVE
The Company should consider adopting a performance measure that is relative so that stockholders can better evaluate the Company's performance against its peers.	Adopted Relative TSR as one of the measures for the long-term incentive plan	Provides stockholders with the ability to evaluate the Company's performance against a predetermined peer group	2016-2018 Long-Term Incentive Plan
The Company should consider increasing the performance period under the long-term incentive plan from two years to three years	Increased the performance period under the long-term incentive plan to three years	Incentivizes long-term growth	2016-2018 Long-Term Incentive Plan
The Company should further align pay and performance	Eliminated the time-based vesting portion of the long-term incentive award (25% of award)	All awards under the long-term incentive plan are 100% performance-based thereby increasing stockholder alignment	2016-2018 Long-Term Incentive Plan
The Company should consider eliminating the use of a CEO Founder Peer Group	We are now using a single compensation peer group for all executive compensation decisions	Provides for clearer and more concise information	2016
The Board of Directors should consider appointing a lead independent director	The Board of Directors appointed a lead independent director	The lead independent director provides leadership to the independent directors and advises the Board of Directors on matters where there may be an actual or perceived conflict of interest	May 2017
Proxy access is a right that is important to stockholders	<p>The Board of Directors supported a stockholder proposal for proxy access in the 2015 proxy statement</p> <p>Based on the majority of our stockholders casting votes in support of such proposal, the Board of Directors approved a Bylaw amendment implementing proxy access to be submitted for stockholder approval</p>	Provides stockholders meeting certain requirements the right to nominate candidates for election to our Board and have their nominees included in our proxy statement	After our 2017 Annual Meeting, assuming stockholders approval is received
The financial performance measures in the annual incentive plans should be weighted more than the non-financial performance measures	The financial performance measures in the annual incentive plans are weighted at 75% of the target award	Financial performance measures have greater significance in the annual incentive plan and the award is based on more objective measures	Fiscal Year 2018

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PROXY STATEMENT SUMMARY

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

What is a proxy statement and why is it important?

The Hain Celestial Group, Inc.'s fiscal year 2017 Annual Meeting of Stockholders (the *Annual Meeting*) will be held on November 16, 2017. There will be certain items of business that must be voted on by our stockholders at the Annual Meeting, and our Board of Directors (sometimes referred to as the *Board*) is seeking your proxy to vote on these items. This proxy statement contains important information about The Hain Celestial Group, Inc. and the matters that will be voted on at the Annual Meeting. Please read these materials carefully so that you have the information you need to make informed decisions. Throughout this proxy statement, we will refer to ourselves as *we, us, our, the Company* or *Hain Celestial*.

What is a proxy?

A proxy is your legal designation of another person to vote the stock that you own. The person you designate to vote your shares is also called a proxy. If you received a paper copy of our proxy materials, you also can vote using the proxy card enclosed with those materials. On our proxy card, you will find the names of the persons designated by the Company to act as proxies to vote your shares at the Annual Meeting. When you submit a valid proxy, the people named on the proxy card as proxies are required to vote your shares at the Annual Meeting in the manner you have instructed.

What are the items of business for the Annual Meeting?

The items of business for the Annual Meeting are as stated in the Notice of Annual Meeting of Stockholders and Proxy Statement, included herein. There are six matters scheduled for a vote:

To elect the 11 director nominees specified herein to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified;

To approve an amendment of our By-Laws to implement advance notice procedures for stockholder proposals;

To approve an amendment of our By-Laws to implement proxy access;

To approve, on an advisory basis, the named executive officers (*NEOs*) compensation for the fiscal year ended June 30, 2017, as set forth in this proxy statement;

To approve, on an advisory basis, the frequency of holding future advisory votes on NEO compensation (*Say on Pay Frequency*); and

To ratify the appointment of Ernst & Young LLP as our registered independent accountants for the fiscal year ending June 30, 2018.

Who is entitled to vote?

You may vote if you owned shares of common stock of the Company as of the close of business on September 25, 2017, the record date for the Annual Meeting. On the record date, there were [104,688,102] shares of common stock outstanding and entitled to vote.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of September 25, 2017.

How can I vote my shares before the Annual Meeting?

Stockholder of Record: Shares Registered in Your Name

If on September 25, 2017, your shares were registered directly in your name with the Company's transfer agent, Continental Stock Transfer & Trust Company, then you are a stockholder of record, and our proxy materials were provided to you directly. Registered stockholders can vote any one of four ways:

By Telephone: Call [INSERT TELEPHONE NUMBER] from the United States. You will need to use the control number you were provided on your proxy card. You will need to follow the instructions given by the voice prompts.

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Via the Internet: Go to [INSERT WEBSITE] to vote via the Internet using the control number you were provided on your proxy card. You will need to follow the instructions on the website.

By Mail: If you received a paper copy of the proxy materials and a proxy card in the mail, you may mark, sign, date and return your proxy card in the enclosed postage-paid envelope. If you sign and return your proxy card, but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board as described in this proxy statement. If any other matters are properly brought up at the Annual Meeting (other than the proposals contained in this proxy statement), then the named proxies will have the authority to vote your shares on those matters in accordance with their discretion and judgment. The Board currently does not know of any matters to be raised at the Annual Meeting other than the proposals contained in this proxy statement. If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned a proxy card by mail.

In Person: Attend the Annual Meeting or send a personal representative with an appropriate proxy to vote at the meeting. For information about how to attend the Annual Meeting, please see [What do I need to be admitted to the Annual Meeting?](#) below.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on September 25, 2017, your shares were held in an account at a broker, bank or other agent, then you are the beneficial owner of shares held in street name, and our proxy materials are being forwarded to you by that organization. You may vote by submitting your voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone, or by mail as indicated above. Please refer to the information from your bank, broker or other nominee on how to submit voting instructions.

What do I need to be admitted to the Annual Meeting?

You will need a form of personal identification (such as a driver's license) along with either your proxy card or proof of stock ownership to enter the Annual Meeting. If your shares are held beneficially in the name of a bank, broker or other holder of record and you wish to be admitted to the Annual Meeting, you must present proof of your ownership of The Hain Celestial Group, Inc. stock, such as a bank or brokerage account statement.

Can I vote at the Annual Meeting?

If you are a *stockholder of record*, you can vote at the Annual Meeting any shares that were registered in your name as the stockholder of record as of the record date. To vote in person, come to the Annual Meeting, and we will give you a ballot.

If you are a *beneficial owner*, you are not a holder of record of those shares and cannot vote them at the Annual Meeting unless you have a legal proxy from the holder of record. If you plan to attend and vote your shares held in street name at the Annual Meeting, you should request a legal proxy from your broker, bank or other holder of record and bring it with you to the Annual Meeting.

Whether or not you plan to attend the Annual Meeting, we strongly encourage you to vote by proxy prior to the Annual Meeting.

For information about how to attend the Annual Meeting, please see [What do I need to be admitted to the Annual Meeting?](#)

What if I return a proxy card but do not make specific choices?

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted as follows:

Proposal

Vote

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- | | | |
|-------|--|--------------|
| No. 1 | Election of the 11 director nominees named in this proxy statement, each to serve to the next Annual Meeting of Stockholders and until their successors are duly elected and qualified | FOR |
| | | all nominees |
| No. 2 | Amendment of our By-Laws to implement advance notice procedures for stockholder proposals | FOR |

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	Proposal	Vote
No. 3	Amendment of our By-Laws to implement proxy access	FOR
No. 4	Approval, on an advisory basis, of NEO compensation for the fiscal year ended June 30, 2017, as set forth in this proxy statement	FOR
No. 5	Advisory Vote on the frequency of holding future advisory votes on NEO compensation	EVERY YEAR
No. 6	Ratification of Ernst & Young LLP as our independent accountants for the fiscal year ending June 30, 2018	FOR

The Company does not expect that any matters other than those described in the Notice of Annual Meeting of Stockholders and Proxy Statement to be brought before the Annual Meeting. The persons appointed as proxies will vote in their discretion on any other matters that may properly come before the Annual Meeting or any postponement or adjournments thereof, including any vote to postpone or adjourn the Annual Meeting.

Who is paying for this proxy solicitation?

We will bear the cost of soliciting proxies. We expect that the solicitation of proxies will be primarily by mail. Proxies may also be solicited by our officers and employees, at no additional cost to us, in person, by telephone, or by other means of communication. We have retained the proxy solicitation firm of MacKenzie Partners, Inc. to assist us in the distribution and solicitation of proxies, and we intend to pay a fee of approximately \$12,500, plus reasonable expenses, for these services. We may reimburse custodians, nominees and fiduciaries holding our common stock for their reasonable expenses in sending proxy materials to beneficial owners and obtaining their proxy.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

How do I revoke my proxy?

If on September 25, 2017, you are a *stockholder of record*, you may revoke your proxy if we receive your revocation at any time before the final vote at the Annual Meeting. You may revoke your proxy by sending a written notice stating that you are revoking your proxy before it is voted at the Annual Meeting to the Corporate Secretary at The Hain Celestial Group, Inc., 1111 Marcus Avenue, Lake Success, New York 11042 or by attending the Annual Meeting and voting in person.

If on September 25, 2017, you are a *beneficial owner* of shares registered in the name of your broker, bank, or other agent, your ability to revoke your proxy depends on the voting procedures of the broker, bank or other agent. Please follow the directions provided to you by your bank or broker.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count For and Against votes, abstentions and broker non-votes.

How are broker non-votes and abstentions counted?

A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. Broker non-votes on a proposal are not counted or deemed present or represented and entitled to vote for determining whether stockholders have approved that proposal. Therefore, broker non-votes have no effect and will not be counted towards the vote total for any proposal.

Under the rules that govern brokers who are voting with respect to shares held in street name and are not instructed by their client how to vote, brokers only have the discretion to vote those shares on routine matters, but not on non-routine matters. Routine matters include ratification of independent public accountants. Non-routine matters include the election

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PROXY STATEMENT SUMMARY

of directors, the advisory vote regarding compensation paid to our named executive officers, the advisory vote regarding Say on Pay Frequency and stockholder proposals, if any. If you are a beneficial owner and do not provide specific voting instructions to your broker, the organization that holds your shares will not be authorized to vote on most items being put to a vote at the Annual Meeting, including Proposal Nos. 1, 2, 3, 4 and 5, and will only have discretion to vote on Proposal No. 6, the ratification of Ernst & Young LLP as our independent accountants for the fiscal year ending June 30, 2018.

With respect to Proposal Nos. 1 and 5, shares voting abstain have no effect. With respect to Proposal Nos. 2, 3, 4 and 6, if you abstain from voting, it will have the same effect as an Against vote.

How many votes are needed to approve each proposal?

With respect to Proposal No. 1, each director must receive a For vote from the majority of votes cast either in person or by proxy. Abstentions and broker non-votes will have no effect. In the event of a contested election, where the number of director nominees exceeds the number of directors to be elected, directors will be elected by a plurality vote.

To be approved, Proposal Nos. 2, 3, 4 and 6 must receive a For vote from the majority of shares present and entitled to vote either in person or by proxy. If you Abstain from voting, it will have the same effect as an Against vote. Broker non-votes will have no effect.

With respect to Proposal No. 5, the frequency alternative (every year, every two years or every three years) that receives the highest number of votes will be considered the frequency that is recommended by the stockholders.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid Annual Meeting. A quorum will exist if at least a majority of the outstanding shares entitled to vote at the Annual Meeting are present in person or represented by proxy. On the record date, there were [104,688,102 shares] outstanding and entitled to vote at the Annual Meeting. Thus, [52,344,052] shares must be represented in person or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker or bank) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the Annual Meeting or holders of a majority of the shares present in person or by proxy at the Annual Meeting may adjourn or postpone the Annual Meeting to another time or date.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. We will publish final results in a Current Report on Form 8-K that we expect to file with the United States Securities and Exchange Commission (*SEC*) within four business days of the Annual Meeting. After the Form 8-K is filed, you may obtain a copy by visiting our website or contacting our Investor Relations Department by calling (516) 587-5000, by writing to the Investor Relations Department, The Hain Celestial Group, Inc., 1111 Marcus Avenue, Lake Success, New York 11042 or by sending an email to investorrelations@hain.com.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

In fiscal year 2017, our Board of Directors oversaw the implementation of a strategic business review of the Company including operational, financial, strategic and governance aspects. We implemented key governance reforms, oversaw an in-depth accounting investigation, refreshed our ranks and supported strategic initiatives so we can benefit from a rapidly changing competitive environment. We ask that you support our Directors' re-election to enable us to continue moving the Company forward.

Cooperation Agreement

Pursuant to a cooperation agreement (the *Cooperation Agreement*) we entered into with certain individuals affiliated with and investment funds managed by Engaged Capital, LLC (the *Engaged Group*) on September 27, 2017, we temporarily increased the size of our Board of Directors to 14 directors and appointed each of Dr. Celeste A. Clark, R. Dean Hollis, Shervin J. Korangy, Jack L. Sinclair, Glenn W. Welling and Dawn M. Zier and agreed to include them in the Company's slate of nominees for the 2017 and 2018 Annual Meetings of Stockholders. Pursuant to the terms of the Cooperation Agreement, the size of the Board will be reduced to 11 directors and three members of the incumbent Board (Richard C. Berke, Raymond W. Kelly and Scott M. O'Neil) will not stand for re-election. During the standstill period (the *Standstill Period*), which begins on the date of the Cooperation Agreement and extends through and includes the date of the 2018 Annual Meeting, neither the Board nor any committee of the Board may modify the size of the Board from 11 directors without the unanimous approval of the Board.

With respect to the shares of the Company's common stock owned by the Engaged Group and its Affiliates (as defined in the Cooperation Agreement), the Engaged Group has agreed to certain standstill, voting and other similar provisions in connection with entry into the Cooperation Agreement. In particular, during the Standstill Period, the Engaged Group has agreed that it will, and shall cause each of its Affiliates to, among other things, vote all shares of common stock of the Company beneficially owned by the Engaged Group or such Affiliate (or otherwise for which it has voting rights) at such meeting (1) in favor of the slate of directors recommended by the Board and any other proposal supported by a majority of the Board; provided, however, the Engaged Group and its Affiliates are permitted to vote at their discretion with respect to the say-on-pay proposal brought before the stockholders at the 2017 Annual Meeting, (2) against any stockholder proposals or director nominations at such annual or special meeting which are not supported by the Board, and (3) in favor of the ratification of the appointment of such accounting firm as may be determined by the Board as the Company's independent registered public accounting firm for the relevant fiscal year.

Pursuant to the Cooperation Agreement, during the Standstill Period, except following unanimous approval of the Board, the Engaged Group has agreed that neither it nor its Affiliates will purchase or cause to be purchased or otherwise acquire (1) beneficial ownership of any common stock or other securities of the Company (other than securities issued pursuant to a plan established by the Board for members of the Board or a stock split, stock dividend or similar corporate action initiated by the Company with respect to any securities beneficially owned by the members of the Engaged Group or its Affiliates), if immediately after the taking of such action, the Engaged Group together with its Affiliates would, in the aggregate, beneficially own more than 14.9% of the then outstanding shares of Common Stock, or (2) interests in any of the Company's indebtedness.

General

Our Board of Directors is currently composed of 14 members, of which 11 will stand for re-election at the annual meeting. It is proposed that the 11 incumbent directors standing for re-election be elected to hold office until the next annual meeting and until their successors are elected and qualified. Richard C. Berke, Raymond W. Kelly and Scott M. O'Neil are not standing for re-election, and the Company thanks them for their service and many contributions to the Company.

The Board has nominated, and the proxies will vote to elect, unless otherwise directed, the following individuals as members of the Board of Directors to serve until the next Annual Meeting of Stockholders and until their respective successors are duly elected and qualified: Irwin D. Simon, Dr. Celeste A. Clark, Andrew R. Heyer, R. Dean Hollis, Shervin J. Korangy, Roger Meltzer, Adrienne Shapira, Jack L. Sinclair, Glenn W. Welling, Dawn M. Zier and Lawrence S. Zilavy. Each nominee has consented to be nominated and to serve, if elected.

The Board of Directors recommends that you vote **FOR the election of each of the nominees.**

Table of Contents**PROPOSAL NO. 1 ELECTION OF DIRECTORS****Information about the Nominees****Irwin D. Simon, Founder, President, Chief Executive Officer and Chairman of the Board****Age:** 59**Board Committees:****Director Since:** 1993

None

Irwin D. Simon is the Founder of The Hain Celestial Group, Inc. and has been our President and Chief Executive Officer (*CEO*) and a director since our inception in 1993. Mr. Simon was appointed Chairman of the Board of Directors in April 2000. Previously, Mr. Simon was employed in various marketing capacities at Slim-Fast Foods Company, a dietary food and beverage company, and The Haagen-Dazs Company, a frozen dessert company, then a division of Grand Metropolitan, PLC, a portfolio of luxury brands and companies. Mr. Simon currently serves as the lead director of MDC Partners Inc., a provider of marketing, activation and communications solutions and services and of Chop t Creative Salad Company, a fast casual dining company. He also serves as the Vice Chairman of the board of directors of Tulane University and on the board of trustees of Poly Prep Country Day School. During the last five years, Mr. Simon also served as a director of Jarden Corporation, a consumer products company, until its merger with Newell Rubbermaid Inc. Mr. Simon also served as an independent non-executive director of Yeo Hiap Seng Limited, a food and beverage company based in Singapore.

Key Attributes, Experience and Skills:

As Founder, President and CEO since our inception in 1993, Mr. Simon has a demonstrated record of innovation, achievement and leadership. Mr. Simon brings to the Board more than 30 years of extensive experience in the global consumer packaged goods industry including brand marketing, commerce, operations and mergers, acquisitions and divestitures. Under his leadership the Company has completed over 55 acquisitions and strategic transactions. Mr. Simon provides the Board with unique perspectives and invaluable, in-depth knowledge of the Company, including strategic growth opportunities, personnel, relationships with key customers and suppliers around the world, competitive positioning, history, culture, and all other aspects of its operations. As President and CEO of a publicly traded company, Mr. Simon brings experience working with the investor community and financial institutions as well as capital markets expertise. In addition as a Founder and early pioneer, Mr. Simon is a recognized prominent visionary and leader in the organic and natural products industry with an in-depth knowledge among manufacturers, distributors and retailers across varying channels of distribution. Further, Mr. Simon's prior employment experience and directorships bring him valuable insight into the global consumer packaged goods and educational industries, as well as the marketing and communications industry, including advertising, public relations branding, digital, social and event marketing and consumer insights.

Celeste A. Clark, Ph.D., Director

Age: 64

Board Committees:

Director Since: 2017

None

Celeste A. Clark has been a director since September 2017. She currently serves as adjunct professor at Michigan State University, East Lansing, Michigan in the Department of Food Science and Human Nutrition, where she has served in such position since January 2012. She has been the principal of Abraham Clark Consulting, LLC, a consulting firm, since November 2011 and consults on nutrition and health policy, regulatory affairs and leadership development. Dr. Clark previously served as a senior executive of Kellogg Company, a food manufacturing company, where she was a member of the Global Executive Management Team and had an accomplished career spanning nearly 35 years in the food industry. She was responsible for leading the development and implementation of health, nutrition and regulatory science initiatives and worked across 180 global markets to ensure consistency in approach and implementation within regulatory guidelines. In addition to nutrition, she also led and managed the global functions of corporate communications, public affairs, sustainability, philanthropy and several administrative areas while at Kellogg Company. Dr. Clark is currently a director of AAA Michigan, a travel, road service and insurance entity where she has served as the chairperson of the Nominating and Governance Committee since 2012 and a director of Omega Protein, Inc., a manufacturer of fish meal and fish oils, where she serves on the Nominating and Governance and Compensation Committees. Dr. Clark previously served as a director of Mead Johnson Nutrition Company, a pediatric nutrition company, beginning in 2011 until the acquisition of the company by Reckitt Benckiser plc, as a director of Diamond Foods, Inc., a leading branded snacks supplier, beginning in 2014 until the acquisition of the company by Synder s-Lance, Inc. in 2016; and as a director at AdvancePierre Foods Holdings, Inc., a producer and distributor of ready-to-eat sandwiches, where she chaired the Nominating and Governance Committee, and served as a member of the Audit Committee.

Key Attributes, Experience and Skills:

Dr. Clark brings significant industry experience in various nutrition, consumer products, public policy, risk management and governance matters to our Board. She has served on a number of public company boards, which have provided her with a broad understanding of the operational, financial and strategic issues facing public companies.

Table of Contents**PROPOSAL NO. 1 ELECTION OF DIRECTORS****Andrew R. Heyer, Director****Age:** 60**Board Committees:****Director Since:** 2012

Audit (Chair)

Andrew R. Heyer has been a director since November 2012 and previously served as a director from November 1993 until November 2009. He currently serves as the lead independent director and is the chairperson of the Audit Committee. Mr. Heyer is the CEO and Founder of Mistral Equity Partners, a private equity fund. Prior to founding Mistral Equity Partners in 2007, from 2000 through 2007 he served as a Founding Managing Partner of Trimaran Capital Partners, L.L.C. Mr. Heyer was formerly a Vice Chairman of CIBC World Markets Corp. and co-head of CIBC Argosy Merchant Banking Funds. Prior to joining CIBC World Markets Corp. in 1995, Mr. Heyer was a founder and Managing Director of The Argosy Group L.P. Before Argosy, Mr. Heyer was a Managing Director at Drexel Burnham Lambert Incorporated, and previous to that, he worked at Shearman/American Express. Mr. Heyer currently serves as a director of Jamba, Inc. and Form Holdings. Mr. Heyer also serves as a member of the Executive Committee and Board of Trustees of the University of Pennsylvania and as Chair of the University of Pennsylvania Health System.

Key Attributes, Experience and Skills:

Mr. Heyer brings significant finance, investment, capital markets and consumer products experience to the Board. He has served on a number of public and private boards, which have provided him with a broad understanding of the operational, financial and strategic issues facing public and private companies. In addition, Mr. Heyer's business, financial and investment experience in the consumer product and services industries makes him qualified for service on our Board.

R. Dean Hollis, Director**Age:** 57**Board Committees:****Director Since:** 2017

None

R. Dean Hollis has been a director since September 2017. He is a senior advisor for Oaktree Capital, a \$100 billion world-wide private equity firm. Prior to 2008, Mr. Hollis was president and chief operating officer, ConAgra Foods, Consumer Foods and International. In that role, Mr. Hollis developed and executed a worldwide business transformation strategy, while overseeing the largest part of the ConAgra Foods portfolio, including its \$12 billion consumer and customer branded businesses, consisting of over 40 global brands in 110 countries. During his 21 years with ConAgra Foods, he held many executive level positions, including Executive Vice President, Retail Products; President, Grocery Foods; President, Frozen Foods; President, Specialty Foods; and President, Gilardi Foods. Since October 2016, he has been a director and chairperson of the board of directors of SunOpta Inc., a world-wide leader in healthy foods, specializing in non-GMO and organic products. From 2008 until its recent sale to Tyson Foods, Mr. Hollis served as chairperson of the board of directors and on the Compensation Committee

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of AdvancePierre Foods Holdings, Inc., a producer and distributor of ready-to-eat sandwiches. Until its sale to Snyder's-Lance Inc. in early 2016, he also served on the board of Diamond Foods, Inc. a leading branded snacks supplier, where he served on the Audit and Nominating and Governance Committees. Also, until its sale to Pinnacle Foods Inc. in January of 2016, Mr. Hollis served as chairperson of the board of directors and on the Audit committee of Boulder Brands, Inc. a leader and innovator in health and wellness foods. Until October 2015, he also served on the board of Landec Corporation, a developer and marketer of patented polymer products for food, agriculture and licensed partner applications, where he chaired the Compensation Committee.

Key Attributes, Experience and Skills:

As a result of the various positions he has held in the food industry, Mr. Hollis brings relevant operational experience to our Board. In addition, he has served on a number of public company boards, which have provided him with a broad understanding of the operational, financial and strategic issues facing public companies.

Table of Contents**PROPOSAL NO. 1 ELECTION OF DIRECTORS****Shervin J. Korangy****Age:** 42**Board Committees:****Director Since:** 2017

None

Shervin J. Korangy has been a director since September 2017. Since April 2017, he has served as the Chief Financial Officer and Head of Strategy of Beaver-Visitec International (*BVI*), a Texas Pacific Group portfolio company that is a global developer, manufacturer and marketer of specialized surgical products. Prior to his role with BVI, Mr. Korangy served as a senior executive of Novartis Group AG, a diversified healthcare products company, until March 2017. During his more than six years at Novartis commencing in 2010, he served in various international capacities spanning strategy, M&A, integrations, sales & marketing and general management including the Global Head of Corporate Finance based in Switzerland, Business Unit Manager based in France and Managing Director based in the United Kingdom. Previously, he was a Managing Director at The Blackstone Group, an investment firm, which he joined in 1996. During his more than 14 years at Blackstone, he served both as an advisor in the Restructuring & Reorganization business (where he worked with companies in the telecom, manufacturing, retail and financial services industries) and as an investor in the Private Equity business (where he focused on the consumer products, financial services and packaging industries). Mr. Korangy has served on the board of directors of Motus GI, a manufacturer and marketer of medical device products for the gastroenterology, since April 2017 (and as chairperson of its Audit Committee), and as a senior advisor to Sight Sciences LLC, a provider of surgical and nonsurgical systems for use by ophthalmologists and optometrists, since June 2011. Mr. Korangy's previous Board experience includes having served as a director of Pelican Rouge Group, a consumer coffee manufacturer and distributor, from 2014 to 2017 (and as chairperson of its Audit Committee), Pinnacle Foods Inc., a manufacturer, marketer and distributor of high-quality branded food products, from 2007 to 2009, Bayview Financial, a mortgage finance company, from 2008 to 2009, Ultra Music, a worldwide music media entity, from 2005 to 2010, and as a board observer for Graham Packaging, a leading designer and manufacturer of custom blow-molded plastic containers for consumer products.

Key Attributes, Experience and Skills:

Mr. Korangy's position as the Chief Financial Officer and Head of Strategy at a global company, together with his significant financial and consumer packaged goods business experience, makes him a valuable addition to our Board of Directors. In addition to his strong financial expertise, the Company values his competencies in strategy, mergers and acquisitions, integration and general management.

Roger Meltzer, Director**Age:** 66**Board Committees:****Director Since:** 2000

None

Roger Meltzer has been a director since December 2000. Mr. Meltzer has practiced corporate and securities law for more than 40 years, representing clients in a range of finance transactions, including mergers, acquisitions and dispositions, public offerings and public and private placements of debt and equity securities. In February 2007, Mr. Meltzer joined the law firm of DLA Piper LLP (US) as a partner, Global Chair of the Corporate and Finance practice, and a member of the firm's executive committee. Mr. Meltzer is now a member of the Global Board of DLA Piper, Co-Chair of DLA Piper LLP (Americas), and Global Co-Chair. Prior to February 2007, he was a partner and a member of the executive committee of the law firm of Cahill Gordon & Reindel LLP.

Key Attributes, Experience and Skills:

The Company values the significant legal and financial expertise Mr. Meltzer brings to the Board through his extensive experience in corporate and securities laws as well as board governance matters. As Global Co-Chair of DLA Piper, Mr. Meltzer has oversight of a global law firm with lawyers located in more than 40 countries and therefore brings a wealth of international experience to the Board. In addition, the Board values Mr. Meltzer's experience as the Company continues to grow through strategic acquisitions. Finally, as the long-time legal advisor to the Company, Mr. Meltzer brings in-depth knowledge about the Company's history to the Board.

Table of Contents**PROPOSAL NO. 1 ELECTION OF DIRECTORS****Adrienne Shapira****Age:** 47**Board Committees:****Director Since:** 2014

Audit and Compensation

Adrienne Shapira has been a director since November 2014 and is a member of the Audit Committee and Compensation Committee. Ms. Shapira is the Managing Director of Eurazeo Brands, an investment division of the global private equity firm, since August 2017. Ms. Shapira was previously the Chief Financial Officer of David Yurman Enterprises LLC, a designer jewelry company, from October 2012 to February 2016. From September 1999 to September 2012, Ms. Shapira was Managing Director at The Goldman Sachs Group, Inc., an investment banking firm, where she was an equity research analyst covering the discount, department store, dollar store, warehouse club, apparel manufacturer, luxury and grocery sectors. Prior to joining Goldman Sachs, Ms. Shapira worked as an equity analyst at Robertson Stephens, an investment banking firm, and Neuberger & Berman, an investment management company. Ms. Shapira currently serves as a director and a member of the audit committee and governance and nominating committee of Kohl's Corporation, an American department store retail chain. Ms. Shapira also previously served as a director of Gilt Groupe, an online luxury flash-sale shopping website.

Key Attributes, Experience and Skills:

Ms. Shapira's status as a former Chief Financial Officer of a luxury consumer products company, coupled with her significant experience as an equity analyst in sectors related to the Company's business makes her a valuable addition to our Board of Directors. Ms. Shapira has strong financial expertise, as well a broad understanding of the consumer products industry. In addition, her experience in e-commerce is an asset to the Company's Board, as the Company continues to expand distribution in this area.

Jack L. Sinclair, Director**Age:** 57**Board Committees:****Director Since:** 2017

None

Jack Sinclair has been a director since September 2017. He is a business executive who has spent his career working in the food retail industry in both Europe and the United States. Since August 2015, he has served as the chief merchandising officer of 99 Cents Only Stores LLC, a California-based dollar store operator. Prior to joining 99 Cents Only Stores LLC, he spent over seven years as a senior merchandising executive at Wal-Mart Stores, Inc. from December 2007 to April 2015. Previously Mr. Sinclair spent 15 years at Safeway PLC in the United Kingdom, where he held several senior management positions and served on its board of directors, a position he left after Safeway PLC's 2004 merger with Wm Morrison Supermarkets plc.

Key Attributes, Experience and Skills:

Mr. Sinclair brings significant global retail industry experience to the Board. In addition, Mr. Sinclair's various employment experiences bring him valuable insight into the broader consumer packaged goods industry, including merchandising, advertising, marketing and consumer insights.

Glenn W. Welling, Director

Age: 47

Board Committees:

Director Since: 2017

None

Glenn W. Welling has been a director since September 2017. Mr. Welling has been the Chief Investment Officer and Principal of Engaged Capital, LLC since its founding in 2012. Prior to founding Engaged Capital, Mr. Welling was a principal and managing director of research at Relational Investors, LLC, an investment fund, which he joined in July 2008 and was responsible for the research in the equity fund's consumer, healthcare and utility group. From February 2002 to May 2008, Mr. Welling was a Managing Director of Credit Suisse Group AG, an investment bank, where he also served as the Head of the Investment Banking Department's Advisory Business. Mr. Welling has been a member of the board of directors of TiVo Corporation, a provider of consumer media and entertainment products, since May 2015, where he also serves as chairperson of its Compensation Committee. Mr. Welling has been a member of the board of directors of Jamba, Inc., a leading restaurant retailer of better-for-you food and beverage offerings, since January 2015, where he also serves as the chairperson of its Compensation Committee and as a member of its Finance Committee. Mr. Welling has been a member of the board of directors of Medifast, Inc., a manufacturer and provider of weight-loss and healthy living products and programs, since June 2015, where he also serves as a member of its Audit, Compensation and Mergers & Acquisitions Committees.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

Key Attributes, Experience and Skills:

Mr. Welling brings significant finance, investment and consumer products experience to the Board, which makes him a valuable contributor. In addition, he has served on a number of public boards, which have provided him with a broad understanding of the operational, financial and strategic issues facing public companies.

Dawn M. Zier, Director

Age: 52

Board Committees:

Director Since: 2017

None

Dawn M. Zier has been a director since September 2017. Since November 2012, Ms. Zier has served as the President and Chief Executive Officer of Nutrisystem, Inc., an innovative provider of weight loss programs offering a wide variety of home-delivered, nutritionally balanced meal plans, retail products and advanced digital tools. From April 2011 until November 2012, Ms. Zier served as the President of International at Reader's Digest Association, Inc., a global media and direct marketing company. In February 2013, RDA Holdings, Co., the holding and parent of Reader's Digest Association, filed voluntary petitions for reorganization relief pursuant to Chapter 11 of the United States Bankruptcy Code. In addition to being a member of Nutrisystem's board of directors, Ms. Zier also serves on the board of directors for Spirit Airlines. Over the years, she has previously served on boards and chaired committees for multiple marketing and media entities, including the Data and Marketing Association's (DMA) Board from 2008 to 2015, where she was a voting director and on the executive committee.

Key Attributes, Experience and Skills:

Ms. Zier is qualified to serve on our Board based on her extensive management leadership experience, which has provided her with significant knowledge of sound corporate governance practices. In addition, she has significant experience in the food industry and digital marketing, which makes her a valuable contributor to the Board.

Lawrence S. Zilavy, Director

Age: 66

Board Committees:

Director Since: 2002

Audit and Corporate Governance and Nominating (Chair)

Lawrence S. Zilavy has been a director since November 2002 and is the chairperson of the Corporate Governance and Nominating Committee and a member of the Audit Committee. Since September 2009, Mr. Zilavy has been employed by a private family investment and philanthropic office. From May 2006 until September 2009, Mr. Zilavy served as Senior Vice President of Barnes & Noble College Booksellers, Inc. Mr. Zilavy was Executive Vice President, Corporate Finance and Strategic Planning for Barnes & Noble, Inc. from May 2003 to November 2004 and was Chief Financial Officer of Barnes & Noble, Inc. from June 2002 through April 2003. Prior to joining Barnes & Noble, Inc., Mr. Zilavy worked as a banker for nearly 25 years. Mr. Zilavy is currently the lead director and a member of the audit committee and nominating and corporate governance committee of GameStop Corp. Mr. Zilavy also served as a director of Barnes & Noble, Inc. from 2006 to 2010.

Key Attributes, Experience and Skills:

Through his nearly 25 years of experience as a banker, coupled with his significant executive-level experience in a large retail company, Mr. Zilavy provides financial and operating expertise to the Board. In addition, Mr. Zilavy's involvement on public company boards provides meaningful risk management insight and valuable governance skills, making him a valuable contributor to the Board.

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors

The stockholders of the Company elect the Board of Directors, whose primary responsibility is to foster the long-term health, overall success and financial condition of the Company, consistent with its fiduciary duty to our stockholders. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company. In addition, the Board has responsibility for establishing broad corporate policies and overseeing our direction, affairs and management.

Director Independence

A majority of the current Board, consisting of Mses. Clark, Shapira and Zier as well as Messrs. Berke, Heyer, Hollis, Kelly, Korangy, Meltzer, O Neil, Sinclair, Welling and Zilavy, are independent directors as defined in the listing standards of the Nasdaq Global Select Market (*Nasdaq*). Mr. Simon was determined not to be independent because he is our President and CEO.

Board Meetings and Attendance

The Board typically holds regular meetings at least once every quarter and holds special meetings when necessary. During the 2017 fiscal year, the Board held twenty meetings. We expect directors to attend Board meetings, the Annual Meeting of Stockholders, and meetings of the committees on which they serve. All directors standing for re-election attended at least 75% of the meetings of the Board and of the committees on which they served during the fiscal year. All of the directors standing for re-election who were also directors at our last Annual Meeting of Stockholders attended such meeting.

Board Leadership Structure

Our Corporate Governance Guidelines provide that the Board has no policy with respect to the need to separate or combine the offices of Chairman of the Board and CEO of the Company. The Board believes that stockholders are best served if the Board retains flexibility to decide what leadership structure works best for the Company based on the facts and circumstances existing from time to time. Mr. Simon currently serves as our Chairman of the Board, President and CEO. Mr. Simon has been our President and CEO and a director since our inception and is our Founder. As a result, Mr. Simon possesses a great depth of knowledge and experience regarding the Company, its business and the organic and natural products industry. Mr. Simon was appointed Chairman of the Board of Directors in April 2000. During his tenure as Chairman and CEO, Mr. Simon has consistently demonstrated that his service in this combined capacity has fostered timely and clear communication with both the Board and Company management regarding significant issues facing the Company, effective decision-making, clear accountability and efficient execution of business strategies and plans. The Board believes that, given the knowledge, experience and performance described above, it is in the best interests of the Company and its stockholders for Mr. Simon to continue to serve in a position that provides unified leadership and focus to both the Board and Company management, as well as a uniform voice to constituencies outside of the Company. Additionally, pursuant to Mr. Simon's employment agreement, we have agreed that so long as he is a member of our Board he will serve as Chairman of the Board unless he and the Company determine otherwise. If he is not re-appointed as Chairman of the Board, he will be entitled to terminate his employment with the rights and entitlements available to him under his employment agreement as if his employment was terminated by him for

good reason as defined therein.

Our current Lead Independent Director is Andrew R. Heyer. Mr. Heyer is an engaged and active director who is uniquely positioned to work collaboratively with Mr. Simon, while providing strong independent oversight. The Lead Independent Director is elected by a majority of independent directors to serve for a one-year term. The Board believes that the appointment of a strong Lead Independent Director and the use of regular executive sessions of the non-management and independent directors, along with the Board's strong committee system and the independence of all directors except for Mr. Simon, allow it to maintain effective oversight of management.

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Board Role in Risk Oversight

Management is responsible for the Company's day-to-day risk management, and the Board's role is to engage in informed oversight of, and provide direction with respect to, such risk management. In its oversight role regarding risk management, the Board focuses on understanding the nature of our enterprise risks, including risk in our operations, finances and the strategic direction of the Company and reviews and approves the Company's Annual Operating Plan. The Annual Operating Plan addresses, among other things, the risks and opportunities facing the Company. The Board receives regular updates regarding the Company's progress against its Annual Operating Plan and reviews quarterly updates regarding the related risks and opportunities. The Board maintains control over significant transactions and decisions that require Board approval for certain corporate actions (including material acquisitions or divestitures).

The Board has delegated certain risk management oversight responsibilities to the Audit Committee and the Compensation Committee.

As part of its responsibilities as set forth in its charter, the Audit Committee is responsible for discussing with management the Company's policies and guidelines regarding risk assessment and risk management as well as the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures.

The Compensation Committee regularly reviews the risk and reward structure of executive compensation plans, policies and practices. Considered in this review are program attributes deemed to help mitigate risk, including: (i) the use of multiple performance measures, balanced between short- and long-term objectives; (ii) the Compensation Committee's application of judgment when determining individual payouts; (iii) the presence of individual payout caps under plans and programs; and (iv) the Compensation Committee's ability to clawback incentive compensation based on erroneous financial statements caused by misconduct. Based upon this review, the Compensation Committee believes that the Company's compensation programs and policies are not likely to lead to excessive risk taking that could have a material adverse effect on the Company.

Executive Sessions

Independent directors meet in executive session at regularly scheduled meetings of the Board of Directors without any members of management present. Mr. Heyer, as the Lead Independent Director, presides over meetings of independent directors.

Director Elections

All directors stand for election annually and are elected by a majority of the votes cast. Voting is not cumulative.

Table of Contents**BOARD OF DIRECTORS AND CORPORATE GOVERNANCE****Committees of the Board**

The Board of Directors has three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. All committee members of the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee are independent directors, as defined in the applicable rules for companies traded on Nasdaq. The Board of Directors has adopted a written charter for each of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee, a current copy of which is available on our website at www.hain.com under Investor Relations-Corporate Governance. The members of the committees are identified in the table below:

Director	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Irwin D. Simon			
Richard C. Berke			
Celeste A. Clark			
Andrew R. Heyer	Chair		
R. Dean Hollis			
Raymond W. Kelly			
Shervin J. Korangy			
Roger Meltzer			
Scott O. Neil		Chair	
Adrienne Shapira			
Jack Sinclair			
Glenn W. Welling			
Dawn Zier			
Lawrence S. Zilavy			Chair

The Audit Committee

The Audit Committee's principal duties include appointing, retaining and terminating our registered independent accountants, overseeing the work of and evaluating the independence of the registered independent accountants, reviewing with the registered independent accountants their reports as well as oversight responsibilities with respect to our financial statements, disclosure practices, accounting policies, procedures and internal controls and oversees the qualifications, independence and performance of the Company's internal audit function.

Our Audit Committee is composed of Ms. Shapira and Messrs. Heyer and Zilavy, with Mr. Heyer acting as chairperson. The Board has determined that each member of the Audit Committee (1) is independent as defined by applicable SEC rules and the listing standards of Nasdaq, (2) has not participated in the preparation of our financial statements or those of any of our current subsidiaries at any time during the past three years and (3) is able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement. In addition, the Board has determined that each of Ms. Shapira and Messrs. Heyer and Zilavy is an audit committee financial expert as defined by applicable SEC rules. Audit Committee members are not permitted to serve on the audit committees of more than two other public companies. During fiscal year 2017, our Audit Committee held twenty-four meetings. See Report of the Audit Committee.

The Compensation Committee

The Compensation Committee's duties include reviewing our compensation strategy on an annual basis to ensure that such strategy supports our objectives and stockholder interests and that executive officers are rewarded in a manner consistent with such strategy. The Compensation Committee is also responsible for, among other things, reviewing and approving annual and long-term performance measures relevant to executive officer compensation, evaluating the performance of the executive officers in light of these goals and objectives, approving the annual and long-term compensation awards for our executive officers, recommending to the independent members of the Board for their approval the

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form and amount of equity awards to be made to our executive officers, and reviewing and assessing the management succession plan for the CEO and other executive officers.

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our Compensation Committee is composed of Ms. Shapira and Messrs. Berke and O Neil, with Mr. O Neil acting as chairperson. The Board has determined that each member of the Compensation Committee is independent as defined by the listing standards of Nasdaq. During fiscal year 2017, the Compensation Committee held two meetings in addition to numerous informal conference calls among committee members. There were fewer formal meetings in fiscal year 2017 due to the accounting review and the delay in our annual and quarterly filings with the SEC. Upon the filing of the delayed reports, the Compensation Committee held several meetings in order to finalize the 2017-2019 LTIP and other 2017 related compensation decisions.

Our Compensation Committee is authorized to engage an independent compensation consultant with respect to executive and director compensation matters. In 2017, the Committee engaged Aon Hewitt to conduct a peer group review, provide executive compensation market data and to review the Compensation Discussion & Analysis section of the Proxy statement.

The Compensation Committee believes that there was no conflict of interest between Aon Hewitt and the Company during fiscal year 2017. In reaching this conclusion, the Compensation Committee considered the factors set forth in the SEC rule regarding compensation advisor independence. Specifically, the Compensation Committee has analyzed whether the work of Aon Hewitt as compensation consultant raised any conflict of interest, taking into consideration the following factors: (i) the provision of other services to the Company by the consultant; (ii) the amount of fees from the Company paid to the consultant as a percentage of the consultant's total revenue; (iii) the policies and procedures of the consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the consultant or the individual compensation advisors employed by the consultant with an executive officer of the Company; (v) any business or personal relationship of the individual compensation advisors with any member of the Compensation Committee; and (vi) any stock of the Company owned by the consultant or the individual compensation advisors employed by the consultant.

The Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee's duties include, among other things, identifying individuals qualified to serve on the Board, recommending to the Board persons to be nominated for election as directors at the Annual Meeting of Stockholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board, identifying and recommending members of the Board to serve on each Board committee and to serve as chairman thereof, reviewing, on an annual basis, the charters of the committees of the Board and the Company's Corporate Governance Guidelines and recommending any changes to the Board, and overseeing the evaluation by the Board of itself and its committees.

Our Corporate Governance and Nominating Committee is composed of Messrs. Berke, Kelly and Zilavy, with Mr. Zilavy acting as chairperson. The Board has determined that each member of the Corporate Governance and Nominating Committee is independent as defined in the listing standards of Nasdaq. During fiscal year 2017, the Corporate Governance and Nominating Committee held six meetings.

Director Nominations

When considering potential director nominees, the Corporate Governance and Nominating Committee reviews desired experience, skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. In addition to these minimum requirements, the Corporate Governance and Nominating Committee evaluates director candidates based on a number of qualifications, including displayed ethical standards, integrity, sound business judgment and a willingness to devote adequate time to Board duties. Although we do not have a formal policy regarding diversity, the Corporate Governance and Nominating Committee seeks to include members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company. Consistent with past practices, the Board is committed to a strong and diverse membership and to a thorough process to identify those individuals who can best contribute to the Company's continued success.

The Board of Directors and the Corporate Governance and Nominating Committee begin the process of identifying and evaluating director nominees by seeking recommendations from a wide variety of contacts, including current executive officers and directors, and industry, academic and community leaders. The Board or the Corporate Governance and Nominating Committee may retain a search firm to identify and screen candidates, conduct background checks, prepare biographies for review by the Corporate Governance and Nominating Committee and the Board and assist in scheduling interviews. The Corporate Governance and Nominating Committee and one or more of our other directors will interview candidates, and the Corporate Governance and Nominating Committee selects nominees that best suit our needs.

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The Corporate Governance and Nominating Committee's charter provides that the committee shall consider written proposals for director nominees from stockholders in accordance with our Corporate Governance Guidelines and our By-Laws. The committee will consider candidates recommended by stockholders, and a stockholder wishing to submit a recommendation should send a letter to our Corporate Secretary at The Hain Celestial Group, Inc., 1111 Marcus Avenue, Lake Success, NY 11042. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Director Nominee Recommendation and, in order to be considered for the 2018 Annual Meeting of Stockholders, must be received by us no later than [].

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The letter must identify the author as a stockholder, demonstrate evidence of ownership, provide a complete listing of the candidate's qualifications to serve on the Board, the candidate's current principal occupation, most recent five-year employment history, current directorships and a statement that the proposed nominee has consented to the nomination, as well as contact information for both the candidate and the author of the letter. If stockholders approve Proposal No. 2 and/or Proposal No. 3, additional requirements may apply to such nominations. For more information regarding stockholder communications with our Board of Directors, see [Stockholder Proposals and Other Communications](#).

With respect to our director nominees standing for election for the first time at the 2017 Annual Meeting, each of Dr. Celeste A. Clark, R. Dean Hollis, Shervin J. Korangy, Jack L. Sinclair, Glenn W. Welling and Dawn M. Zier was appointed to the Board in connection with the Cooperation Agreement described above.

Website Access to Corporate Governance Documents

We have adopted a Code of Ethics, as defined in the regulations of the SEC, which applies to all of our directors and employees, including our principal executive officer and principal financial officer. Copies of the charters for the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, as well as the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, are available free of charge on our website at www.hain.com or by writing to Investor Relations, The Hain Celestial Group, Inc., 1111 Marcus Avenue, Lake Success, NY 11042. The information on our website is not, and shall not be deemed to be, a part of this proxy statement or incorporated into any of our other filings made with the SEC.

Compensation of Directors

Each year, our Board of Directors and the Compensation Committee of the Board review and determine compensation for our non-employee directors. The Compensation Committee and our Board believe that compensation should fairly compensate non-employee directors for work required in a company of our size and scope. Mr. Simon did not receive any compensation for his Board service. As detailed below, our non-employee directors are eligible to receive cash compensation as well as restricted stock.

2017 Director Compensation

Name	Fees Earned or Paid in Cash (1)	Stock Awards (6)	Total
Richard C. Berke	\$ 63,000	\$ 0	\$ 63,000
Andrew R. Heyer (2)(3)	\$ 198,000	\$ 178,172	\$ 376,172
Raymond W. Kelly	\$ 58,000	\$ 0	\$ 58,000
Roger Meltzer (4)	\$ 153,000	\$ 101,832	\$ 254,832
Scott O. Neil	\$ 68,000	\$ 0	\$ 68,000
Adrienne Shapira (5)	\$ 125,500	\$ 63,628	\$ 189,128
Lawrence S. Zilavy (5)	\$ 130,500	\$ 63,628	\$ 194,128

(1) On November 19, 2015, the Compensation Committee determined that each non-employee director will continue to receive cash compensation of \$53,000 per annum. In addition, the chairperson of the Audit Committee will receive additional cash compensation of \$20,000 per annum, the chairperson of the Compensation Committee will receive additional cash compensation of \$15,000 per annum, the chairperson of the Corporate Governance and Nominating Committee will receive additional cash compensation of \$10,000 per annum, and

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each committee member, excluding the chairperson, will receive additional cash compensation of \$5,000 per annum for their increased responsibilities.

- (2) On June 20, 2017, the Board approved a one-time award of cash compensation in the amount of \$125,000 and a grant of 3,784 shares of restricted common stock to Mr. Heyer for his extraordinary service as the chairperson of the Audit Committee in connection with the Company's accounting review. These shares will vest annually in equal installments over three years. The grant date fair value of this award computed in accordance with Accounting Standards Codification (*ASC*) Topic 718 was \$127,256. Please see Note 12 to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for more information.

Table of Contents**BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

- (3) On June 20, 2017, the Board approved a grant of 1,514 shares of restricted common stock to Mr. Heyer for his service as lead independent director. These shares will vest annually in equal installments over three years. The grant date fair value of this award computed in accordance with ASC Topic 718 was \$50,916. Please see Note 12 to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for more information.
- (4) On June 20, 2017, the Board approved a one-time award of cash compensation in the amount of \$100,000 and a grant of 3,028 shares of restricted common stock to Mr. Meltzer in connection with his efforts in assisting with the Company's remediation efforts. These shares will vest annually in equal installments over three years. The grant date fair value of this award computed in accordance with ASC Topic 718 was \$101,832. Please see Note 12 to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for more information.
- (5) On June 20, 2017, the Board approved a one-time award of cash compensation in the amount of \$62,500 and a grant of 1,892 shares of restricted common stock to each of Ms. Shapira and Mr. Zilavy for their service as members of the Audit Committee in connection with the Company's accounting review. These shares will vest annually in equal installments over three years. The grant date fair value of these awards computed in accordance with ASC Topic 718 was \$63,628. Please see Note 12 to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for more information.
- (6) The following table shows the aggregate number of stock awards outstanding for each director as of June 30, 2017:

Name	Unvested Restricted Common Stock
Richard C. Berke	3853
Andrew R. Heyer	9151
Raymond W. Kelly	2753
Roger Meltzer	6881
Scott O. Neil	3853
Adrienne Shapira	5745
Lawrence S. Zilavy	5745

Dr. Celeste A. Clark, R. Dean Hollis, Shervin J. Korangy, Jack L. Sinclair, Glenn W. Welling and Dawn M. Zier are not reflected in the above table as they were not appointed as directors until after the fiscal year ended.

Director Stock Ownership Guidelines

The Board strongly believes that the directors should have a meaningful ownership interest in the Company and, to that end, has implemented stock ownership guidelines for our directors. The ownership guidelines require directors to own, at a minimum, the value of five times the annual cash compensation (excluding additional cash compensation to committee chairpersons and members) in shares of Hain Celestial common stock within the later of five years after a director is first elected to the Board or five years after the implementation of the guidelines. All directors are currently in compliance with the guidelines or are expected to meet the stock ownership guidelines within the five-year period.

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PROPOSAL NO. 2 APPROVAL OF AN AMENDMENT TO THE COMPANY'S BY-LAWS TO IMPLEMENT ADVANCE NOTICE PROCEDURES FOR STOCKHOLDER PROPOSALS

The Board of Directors recommends approval of an amendment to Article II of the Company's Amended and Restated By-Laws (*By-Laws*) that would establish procedures for advance notice of director nominations and other proposals at annual meetings of stockholders.

Our By-Laws do not currently contain provisions that set forth the procedural requirements for a stockholder to propose business at stockholder meetings or nominate a candidate for election to the Board of Directors. While Rule 14a-8 under the Exchange Act of 1934 (*Rule 14a-8*) requires a stockholder to notify a public company within a specified period of time prior to a meeting of stockholders if the stockholder seeks to include a proposal in the company's proxy statement, SEC rules do not otherwise prohibit a stockholder from bringing unexpected business before the meeting in person. In this regard, stockholders are not required to provide the Company or other stockholders any advance notice of their intention to submit proposals outside the processes of Rule 14a-8, nor are stockholders required to provide any information regarding their holdings of the Company's stock or their interests in such proposals. As a result, the Company and its stockholders might not have enough time, or the necessary information, to make an informed judgment about how to vote on such proposals. The proposed advance notice amendment, therefore, is intended to promote transparency and provide for an orderly annual meeting process without materially diminishing stockholder rights.

Description of Advance Notice Amendment

The following description is only a summary and is qualified in its entirety by reference to the complete text of the proposed amendment, which is attached to this proxy statement as Annex A. We urge you to read Annex A in its entirety before casting your vote.

Timing of Notice

The proposed amendment provides that, if a stockholder intends to propose business at an annual meeting of stockholders, the stockholder must deliver notice to the Secretary of the Company not less than 90 days nor more than 120 days prior to the first anniversary of the previous year's annual meeting of stockholders. If, however, the date of the annual meeting of stockholders is more than 30 days before or more than 60 days after the first anniversary of the previous year's annual meeting, or if an annual meeting was not held in the preceding year, such notice must be so delivered not earlier than 120 days prior to such annual meeting and not later than the close of business on the later of (1) the 90th day prior to such annual meeting or (2) the 10th day following the day on which public announcement of the date of such meeting is first made.

Such notice would give the Company time to consider the proposal and to determine whether to include appropriate information regarding the matter in our proxy materials. Stockholders also would benefit from the adoption of this advance notice provision because it would allow the Company to supply such information to stockholders, and stockholders would have additional time to decide how they would like to vote on the proposal. In addition, by adopting the proposed advance notice provision, no "surprise" proposals would be raised at annual meetings of stockholders, thereby enhancing meeting efficiency.

Disclosure Requirements

Furthermore, the proposed amendment includes certain disclosure requirements for proposals submitted outside the processes of Rule 14a-8, which are intended to provide the Company and its stockholders with sufficient information to make an informed decision on the proposal. These disclosure requirements include, among other things, a description of:

the business desired to be brought before the meeting, the text of the proposal or business, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made;

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the number of shares of the Company that are owned of record or beneficially by the proponent stockholder;

any derivative, swap or other transactions engaged in by the holder, the purpose or effect of which is (1) to transfer to or from any proponent stockholder, in whole or in part, any of the economic consequences of ownership of any security of the

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**PROPOSAL NO. 2 APPROVAL OF AN AMENDMENT TO THE
COMPANY S BY-LAWS TO IMPLEMENT ADVANCE NOTICE PROCEDURES FOR
STOCKHOLDER PROPOSALS**

Company, (2) to increase or decrease the voting power of any proponent stockholder with respect to shares of any class or series of stock of the Company and/or (3) to provide any proponent stockholder, directly or indirectly, with the opportunity to profit or share in any profit derived from, or to otherwise benefit economically from, any increase or decrease in the value of any security of the Company;

any agreement, arrangement or understanding with respect to the nomination or proposal and/or the voting of shares of any class or series of stock of the Company between or among the proponent stockholder, the beneficial owner, if any, on whose behalf the nomination or proposal is made, any of their respective affiliates or associates and/or any others acting in concert with such persons; and

with respect to nominees submitted for election to the Board of Directors, (1) any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity in connection with service or action as a director of the Company that has not been disclosed to the Company; and (2) any agreement, arrangement or understanding with any person or entity as to how the nominee would vote or act on any issue or question as a director.

These disclosures would give the stockholders and the Company the information needed to evaluate the proposal or nomination, as applicable, and to assess the interests of the proponent stockholder in making the proposal or nomination. The disclosures also would allow stockholders to make an informed decision about how to vote on the proposal.

Effectiveness

If the proposed amendment to the By-Laws to implement advance notice is approved, it will become effective immediately and will apply to proposals submitted at the next annual meeting of stockholders.

The proposed By-Law amendment is attached to this proxy statement as *Annex A*.

The Board of Directors unanimously recommends that you vote **FOR the amendment to the Company s
By-Laws to implement advance notice.**

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PROPOSAL NO. 3 APPROVAL OF AN AMENDMENT TO THE COMPANY'S BY-LAWS TO IMPLEMENT PROXY ACCESS

The Board of Directors recommends approval of an amendment to Article II of the Company's By-Laws that would provide for proxy access. At the last Annual Meeting of Stockholders of the Company, the Company's stockholders approved a stockholder proposal that recommended that the Board adopt, and present to stockholders for approval, a proxy access provision for inclusion in the By-Laws. The Board believes that the implementation of proxy access in the manner set forth in this proposal will provide meaningful rights to our stockholders while ensuring the rights are used by stockholders in a responsible manner.

Description of the Proxy Access Amendment

The following description is only a summary and is qualified in its entirety by reference to the complete text of the proposed amendment, which is attached to this proxy statement as Annex B. We urge you to read Annex B in its entirety before casting your vote.

Stockholder Eligibility to Nominate Directors

Any stockholder or group of up to 20 stockholders that has maintained ownership of 3% or more of the Company's shares continuously for at least three years would be permitted to include a specified number of director nominees in the Company's proxy materials for an annual meeting.

Calculation of Qualifying Ownership

In order to ensure that the interests of stockholders seeking to include candidates in the Company's proxy materials are aligned with those of other stockholders, a stockholder would be deemed to own only those shares of the Company as to which the stockholder possesses both (1) the full voting and investment rights pertaining to such shares and (2) the full economic interest in (including the opportunity for profit and risk of loss on) such shares. The following shares would not count as owned shares for purposes of determining whether the ownership threshold has been met:

shares sold by a person or any of its affiliates in any transaction that has not been settled or closed;

shares that a person or any of its affiliates borrowed or purchased pursuant to an agreement to resell; and

shares subject to any derivative instrument or similar agreement in respect of the Company's shares, which instrument or agreement has the purpose or effect of (1) reducing the person's or affiliates' full right to vote or direct the voting of any such shares and/or (2) hedging, offsetting or altering the gain or loss arising from the full economic ownership of such person's or affiliates' shares.

A stockholder will be deemed to own shares held in the name of a nominee or other intermediary so long as the person claiming ownership of such shares retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A stockholder's ownership of shares will also be deemed to continue during any period in which such person has loaned such shares, provided that the person has the power to recall such loaned shares on five business days' notice.

Number of Stockholder-Nominated Candidates

The maximum number of candidates nominated by all eligible stockholders that the Company would be required to include in its proxy materials cannot exceed the greater of two nominees or 20% of the number of directors in office as of the last day on which a notice of proxy access nomination may be delivered to the Company. Any candidate who is either subsequently withdrawn, disqualified or included by the Board in the Company's proxy materials as a Board-nominated candidate would be counted against the nominee limit.

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In addition, directors that the Board nominates for reelection that were previously elected pursuant to the Company's proxy access or advance notice provisions, in each case, with respect to either of the preceding two annual meetings, would be counted against the nominee limit.

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PROPOSAL NO. 3 APPROVAL OF AN AMENDMENT TO THE COMPANY'S BY-LAWS TO IMPLEMENT PROXY ACCESS

Procedure for Electing Candidates if Nominee Limit is Exceeded

Any stockholder or group of stockholders that submits more than one candidate for inclusion in the Company's proxy materials would be required to rank its candidates. If the number of candidates exceeds the nominee limit, the highest ranking eligible candidate from each stockholder or group of stockholders will be included in the Company's proxy materials until the limit is reached, beginning with the stockholder or group of stockholders with the largest number of shares.

Nominating Procedures

In order to provide adequate time to assess stockholder-nominated candidates, requests to include such candidates in the Company's proxy materials must be received no earlier than 150 days and no later than 120 days before the first anniversary of the date that the Company mailed its proxy statement for the prior year's annual meeting of stockholders. If, however, an annual meeting is convened more than 30 days prior to or delayed by more than 60 days after the first anniversary of the date of the preceding year's annual meeting, or if no annual meeting was held in the preceding year, the information must be so received not earlier than 120 days prior to such annual meeting and not later than the close of business on the later of (1) the 90th day prior to such annual meeting or (2) the 10th day following the day on which a public announcement of the date of the annual meeting is first made.

Information Required by All Nominating Stockholders

Each stockholder seeking to include a candidate in the Company's proxy materials would be required to provide certain information to the Company, including but not limited to:

verification of, and information regarding, the stock ownership of the stockholder;

information regarding each candidate, including biographical and stock ownership information;

in the case of a nomination by a group of stockholders, the designation by all group members of one specified group member that is authorized to act on behalf of all group members with respect to the nomination and all related matters; and

a copy of the Schedule 14N filed by the stockholder(s) with the SEC.

Stockholders and candidates, as applicable, would also be required to make certain representations to, and agreements with, the Company, including but not limited to:

representation that such person does not have any intent to change or influence control of the Company;

representation that such stockholder will maintain qualifying ownership through the date of the applicable annual meeting and for at least one year following the annual meeting;

agreement to refrain from soliciting in support of the election of any individual as a director other than its candidate(s) or a nominee of the Board; and

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agreement to comply with applicable laws and Company policies and assume liability arising out of the communications with the Company and its stockholders and indemnify the Company and its directors and officers for liability arising from or relating to the nomination.

Exclusion of Stockholder Nominees

The Company would not be required to include a candidate in the Company's proxy materials if, among other things:

any stockholder nominates a person for election pursuant to the advance notice provisions of the Company's By-Laws;

the election of the candidate would cause the Company to violate its By-Laws, Certificate of Incorporation or any applicable law, rule or regulation, including the rules and listing standards of the principal exchange upon which the Company's shares are listed; or

the candidate was nominated for election to the Board at one of the Company's preceding two annual meetings and either withdrew or became ineligible or received a vote of less than 25% of the shares of common stock entitled to vote.

Supporting Statement

Stockholders would be permitted to include in the Company's proxy statement for the applicable annual meeting a written statement of up to 500 words in support of the election of the candidate.

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PROPOSAL NO. 3 APPROVAL OF AN AMENDMENT TO THE COMPANY'S BY-LAWS TO IMPLEMENT PROXY ACCESS

Effectiveness

If the proposed amendment to the By-Laws to implement proxy access is approved, it will become effective immediately, and proxy access will be available for the next annual meeting of stockholders.

The proposed By-Law amendment is attached to this proxy statement as *Annex B*.

The Board of Directors unanimously recommends that you vote **FOR the amendment to the Company's By-Laws to implement proxy access.**

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MANAGEMENT

Executive Officers

The following information describes the background and business experience of our executive officers other than Mr. Simon, whose information is set forth under Proposal No. 1 Election of Directors .

James M. Langrock, Executive Vice President and Chief Financial Officer (effective June 23, 2017)

Age: 52

Mr. Langrock was appointed Executive Vice President and Chief Financial Officer in June 2017. Prior to his appointment, Mr. Langrock served as Senior Vice President, Finance and Treasurer of the Company from November 2015 to June 2017. Prior to that, from 2008 until joining the Company in November 2015, Mr. Langrock served as Executive Vice President and Chief Financial Officer of Monster Worldwide, Inc., a multi-national global online recruiting solutions company, where he oversaw all financial operations of the company, including budgeting, cost savings initiatives, mergers and acquisitions and divestitures. Previously, Mr. Langrock served in senior finance positions at Motorola, Inc., including Chief Financial Officer of Motorola's Enterprise Mobility Division subsequent to Motorola's acquisition of Symbol Technologies, Symbol Technologies, where he served as Head of Internal Audit and Chief Accounting Officer, as well as a Senior Manager at Arthur Andersen LLP.

Denise M. Faltischek, Executive Vice President and General Counsel, Corporate Secretary

Age: 44

Ms. Faltischek serves as our Executive Vice President and General Counsel, Corporate Secretary. In this role she oversees all legal affairs of the Company as well as the quality assurance, regulatory, customer care and sustainability functions. Ms. Faltischek was appointed Executive Vice President and General Counsel, Chief Compliance Officer in November 2013. In addition, she was appointed as Corporate Secretary in January 2015. Prior to her appointment, she served as Senior Vice President and General Counsel from October 2010 to November 2013, General Counsel from October 2009 to October 2010, Senior Associate General Counsel from April 2009 until October 2009 and Associate General Counsel from July 2005 until April 2009. Prior to her employment with the Company, she was with the law firm of Ruskin Moscou Faltischek, P.C., where she practiced corporate and securities law.

Gary W. Tickle, Chief Executive Officer, North America (effective March 6, 2017)

Age: 52

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Mr. Tickle was appointed Chief Executive Officer, Hain Celestial North America in March 2017. Prior to his appointment, Mr. Tickle served as Chief Operating Officer, Hain Celestial United States from September 2016 to March 2017. Prior to joining Hain Celestial in September 2016, Mr. Tickle worked at Nestle Group for over 25 years in a series of roles of increasing responsibility, with diverse geographic and operational focus. These include his most recent appointment as President and Chief Executive Officer of Nestle Nutrition North America from 2014 to July 2016 and prior to that, he served as Global Head of the Strategic Business Unit for Infant Nutrition, Regional Business Head for Nutrition in South Asia, CEO of Nestle New Zealand and held roles as CFO with Nestle Peters Ice Cream, Manufacturing Financial Controller with Nestle Rowntree Australia and roles in supply chain management. He has worked across multiple categories including coffee, culinary, confectionery, foodservice, ice cream, dairy and infant nutrition.

John Carroll, Chief Executive Officer, Hain Celestial North America (through March 6, 2017)

Age: 56

Mr. Carroll was appointed Executive Vice President, Global Brands, Categories and New Business Ventures in March of 2017. Prior to such appointment, Mr. Carroll served as Executive Vice President and CEO Hain Celestial North America from February 2015 to March 2017 and was appointed Executive Vice President and CEO Hain Celestial United States in May 2008.

Pasquale Conte, Executive Vice President and Chief Financial Officer (departure June 22, 2017)

Age: 54

Mr. Conte was appointed Executive Vice President and Chief Financial Officer in September 2015 and served in that capacity until June 2017. Prior to his appointment, he served as Senior Vice President, Finance and Treasurer from October 2014 to September 2015, and Vice President and Treasurer from July 2009 to October 2014. Mr. Conte, a Certified Public Accountant, previously worked at Colgate-Palmolive Company, NYNEX Corporation and Arthur Andersen, LLP.

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Over the last 24 years, Hain Celestial has offered authentic, high-quality, and mission-driven brands within the organic, natural and better-for-you products industry that increasingly resonates with today's global consumer. We operate in an ever changing environment for food manufacturers and retailers and what has made us so successful and what will drive our continued success in the future is our ability to evolve our business as we grow our better-for-you brands, expand relationships with new and existing customers and attract new consumers. During fiscal year 2016, we commenced a strategic review of our business to best position Hain Celestial for the future. We identified substantial cost savings opportunities and developed seven core product platforms around Project Terra, our strategic plan, to drive growth through streamlining our operations, improving efficiencies and building brand awareness, which we expect to fuel our growth and enhance shareholder value. As a result of the foundation established during fiscal year 2016, in fiscal year 2017 Hain Celestial went through a significant business and organizational transformation. We made significant progress to build upon our strategic plan, identifying substantial cost savings initiatives globally, began to further invest in top brands and capabilities to fuel growth around the world while enhancing customer-centric, go-to-market initiatives and fueling innovation to improve our performance, and completed an inventory realignment with the most comprehensive product rationalization in the Company's history. At the same time recruiting, retaining and engaging executive talent remains critical, and we have established a strong leadership team across our organization, adding deep consumer and operating expertise, to drive the execution of our strategic plan creating long-term growth and profitability. Our team is energized and focused on the continued execution of our strategic initiatives as we position our business for long-term growth, success and enhanced shareholder value. These efforts, combined with our strong balance sheet and our meaningful cash flow generation support our Four-Point Strategic Plan, as discussed below.

This Compensation Discussion and Analysis (*CD&A*) explains our overall compensation philosophy and our stockholder engagement initiatives, describes the material components of our executive compensation programs and details the determinations made by the Compensation Committee for the compensation awarded in the Company's fiscal year ended June 30, 2017 to the following named executive officers (*NEOs*), as applicable:

Executive	Position
Irwin D. Simon	Founder, President, Chief Executive Officer and Chairman of the Board
James M. Langrock	Executive Vice President and Chief Financial Officer (effective June 23, 2017)
Denise M. Faltischek	Executive Vice President and General Counsel, Corporate Secretary
Gary W. Tickle	Chief Executive Officer, North America (effective March 6, 2017)
John Carroll	Executive Vice President and Chief Executive Officer Hain Celestial North America (through March 6, 2017)
Pasquale Conte	Executive Vice President and Chief Financial Officer (departure June 22, 2017)

Executive Summary

Our mission and operating strategy require that our compensation philosophy recognizes both near-term financial and operational success as well as decision-making that supports long-term value growth. For these reasons, the Company's executive compensation program has been designed to incentivize both near-term and long-term objectives by providing NEOs with both annual incentive and long-term incentive award opportunities. Demonstrating its thoughtful and complete approach, the Compensation Committee evaluates on at least an annual basis, the Company's executive compensation practices to ensure that they are designed to drive both short-term and long-term growth initiatives and are aligned with the performance of our business and the interests of our stockholders.

We believe that a significant portion of our executive compensation should be dependent on the continued growth and success of our Company so that our NEOs have even stronger motivation to work towards the long-term interests of our stockholders. Accordingly, a significant portion of executive compensation is designed to be at risk, and therefore, a significant portion of the compensation of our NEOs is annual and long-term incentive compensation, which is dependent on achieving performance goals.

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In fiscal year 2016, despite achieving over 10% growth in net sales and a nearly 10% increase in gross profits compared to fiscal 2015, we made difficult compensation decisions, as evidenced by the Compensation Committee's decision to make no awards to our NEOs under the 2016 Annual Incentive Plan and to make no additional performance-based awards in connection with the 2015-2016 LTIP (as defined below). We made these decisions as a result of our failure to meet other financial targets and because we take seriously the alignment of our interests with the interests of our stockholders and the importance of rewarding

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EXECUTIVE COMPENSATION

strong performance over the long term. Further, we have implemented sustainable long-term-focused non-financial measures into our compensation decisions which we believe will further align pay with performance.

In fiscal year 2017, we identified and executed a number of strategic initiatives and put in place