

HAIN CELESTIAL GROUP INC  
Form S-8  
March 10, 2011

As filed with the Securities and Exchange Commission on March 10, 2011.

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**THE HAIN CELESTIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-3240619**  
(I.R.S. Employer  
Identification No.)

**58 South Service Road**

**Melville, New York**  
(Address of principal executive offices)

**11747**  
(Zip Code)

**THE HAIN CELESTIAL GROUP, INC.**

**Amended and Restated 2002 Long Term Incentive and Stock Award Plan**

(Full title of the plan)

**Irwin D. Simon**

**Chairman of the Board,**

**President and Chief Executive Officer**

**The Hain Celestial Group, Inc.**

**58 South Service Road**

**Melville, New York 11747**

(Name and address of agent for service)

**(631) 730-2200**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Roger Meltzer, Esq.**

**DLA Piper LLP (US)**

**1251 Avenue of the Americas**

**New York, New York 10020**

**Telephone: (212) 335-4500**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
		<b>Maximum</b>	<b>Maximum</b>	
<b>to be Registered (1)</b>	<b>to be</b>	<b>Offering Price</b>	<b>Aggregate</b>	
	<b>Registered</b>	<b>Per Share (2)</b>	<b>Offering Price (2)</b>	<b>Registration Fee (2)</b>
Common Stock, \$0.01 par value	1,700,000 shares (3)	\$29.34	\$49,878,000	\$5,790.84

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement covers any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Computed in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, by averaging the high and low sales prices of the Registrant's common stock reported on the Nasdaq Global Select Market on March 8, 2011. The registration fee is calculated only with respect to the additional securities registered on this Registration Statement.
- (3) Represents additional shares of Common Stock issuable pursuant to The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan.

**EXPLANATORY NOTE**

The Hain Celestial Group, Inc. ( *Hain* or the *Registrant* ) has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the *Securities Act* ), to register an additional 1,700,000 shares of common stock authorized for issuance under the Registrant's Amended and Restated 2002 Long Term Incentive and Stock Award Plan (the *2002 Plan* ). A registration statement on Form S-8 (File No. 333-102017) was filed with the Securities and Exchange Commission (the *Commission* ) on December 19, 2002, covering the registration of 1,600,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-111881) was filed with the Commission on January 13, 2004, covering the registration of an additional 1,500,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-140180) was filed with the Commission on January 24, 2007, covering the registration of an additional 2,750,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-158357) was filed with the Commission on April 1, 2009, covering the registration of an additional 600,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-166773) was filed with the Commission on May 12, 2010, covering the registration of an additional 2,100,000 shares of common stock authorized for issuance under the 2002 Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 1,700,000 shares of common stock under the 2002 Plan. Pursuant to such Instruction E, the contents of the registration statements on Form S-8 (File Nos. 333-102017, 333-111881, 333-140180, 333-158357 and 333-166773) are incorporated herein by reference. The current registration of 1,700,000 shares will increase the number of shares of common stock registered under the 2002 Plan from 8,550,000 shares to 10,250,000.

**EXHIBITS**

The following exhibits are filed as part of this Registration Statement:

- 4.1 The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan (1)
- 4.2 Amended and Restated Certificate of Incorporation (2)
- 4.3 Specimen of common stock certificate (3)
- 5.1 Legal opinion of DLA Piper LLP (US) +
- 23.1 Consent of Ernst & Young LLP +
- 23.2 Consent of DLA Piper LLP (US) (contained in Exhibit 5.1)

- (1) Filed as Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on November 22, 2010 and incorporated herein by reference.
  - (2) Filed as Exhibit 3.1 to Amendment No. 1 to the Registration Statement on Form S-4 (Commission File No. 333-33830) filed by the Registrant with the Commission on April 24, 2000 and incorporated herein by reference.
  - (3) Filed as Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-4 (Commission File No. 333-33830) filed by the Registrant with the Commission on April 24, 2000 and incorporated herein by reference.
- + Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville, State of New York, on March 10, 2011.

THE HAIN CELESTIAL GROUP, INC.

By: /s/ IRA. J. LAMEL  
 Name: **Ira J. Lamel**  
 Title: **Executive Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed as of March 9, 2011, by the following persons in the capacities indicated.

Name	Title
/s/ IRWIN D. SIMON <b>Irwin D. Simon</b>	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/ IRA J. LAMEL <b>Ira J. Lamel</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ MICHAEL J. SPEILLER <b>Michael J. Speiller</b>	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ BARRY J. ALPERIN <b>Barry J. Alperin</b>	Director
/s/ RICHARD C. BERKE <b>Richard C. Berke</b>	Director
/s/ JACK FUTTERMAN <b>Jack Futterman</b>	Director
/s/ MARINA HAHN <b>Marina Hahn</b>	Director
/s/ BRETT ICAHN <b>Brett Icahn</b>	Director
/s/ ROGER MELTZER <b>Roger Meltzer</b>	Director
/s/ DAVID SCHECHTER <b>David Schechter</b>	Director
/s/ LEWIS D. SCHILIRO <b>Lewis D. Schiliro</b>	Director
/s/ LAWRENCE S. ZILAVY <b>Lawrence S. Zilavy</b>	Director

**INDEX TO EXHIBITS**

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