

HAIN CELESTIAL GROUP INC
Form 424B7
May 03, 2013

Filed pursuant to Rule 424(b)(7)
Registration No. 333-184584

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Amount Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$0.01 per share	687,779	\$ 64.67	\$ 44,478,668	\$ 6,067

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(r) of the Securities Act of 1933, as amended, and based upon the average of the high and low sales price of a share of the Registrant's Common Stock, as reported by the NASDAQ Global Select Market on May 2, 2013.

(2) Calculated in accordance with Rules 456(b), 457(c) and 457(r) of the Securities Act of 1933, as amended (the "Securities Act").

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 24, 2012)

As Filed Pursuant to Rule 424(b)(7)
Registration No. 333-184584

THE HAIN CELESTIAL GROUP, INC.

687,779 shares
Common Stock

This prospectus supplement relates to the resale from time to time of up to 687,779 shares of common stock, \$0.01 par value common stock of The Hain Celestial Group, Inc. (the "Common Stock"). We issued these shares of Common Stock in a private transaction in connection with acquiring all of the issued and outstanding stock of Ella's Kitchen Group Limited.

Our Common Stock is listed on the NASDAQ Global Select Market and trades under the ticker symbol "HAIN." The last reported sale price of our shares of Common Stock on May 2, 2013 was \$65.50 per share.

The selling shareholders identified in this prospectus supplement or its successors, may offer the shares from time to time directly or through underwriters, broker or dealers and in one or more public or private transactions at market prices prevailing at the time of sale, at fixed prices, at negotiated prices, at various prices determined at the time of sale or at prices related to prevailing market prices, as further described herein. If the shares are sold through underwriters, broker-dealers or agents, the selling shareholders or purchasers of the shares will be responsible for underwriting discounts or commissions or agents' commissions. The timing and amount of any sale is within the sole discretion of each selling shareholder, subject to certain restrictions.

We will not receive any proceeds from the sale of these shares by the selling shareholders.

Investing in our securities involves risk. See "Risk Factors" on page S-5 of this prospectus supplement. You should carefully consider these risk factors and risks before deciding to purchase any Common Stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 3, 2013.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering.

To the extent any inconsistency or conflict exists between the information included or incorporated by reference in this prospectus supplement and the information included or incorporated by reference in the accompanying prospectus, the information included or incorporated by reference in this prospectus supplement updates and supersedes the information in the accompanying prospectus or the information included or incorporated by reference in this prospectus supplement. In addition, any statement in a filing we make with the Securities and Exchange Commission, or the SEC, that adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information in the earlier filing.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and in the accompanying prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and any free writing prospectus prepared by or on behalf of us is accurate only as of the date on their respective covers. Our business, financial condition, results of operations and prospects may have changed since that date.

FORWARD LOOKING STATEMENTS

All statements included or incorporated by reference into this prospectus supplement and the accompanying prospectus, other than statements of historical facts, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward looking statements. Words such as “plan,” “continue,” “expect,” “expected,” “anticipate,” “intend,” “estimate,” “believe,” “may,” “potential,” “can,” “positioned,” “look forward” and similar expressions, or the negative of those expressions, may identify forward-looking statements. These forward-looking statements include the Company's beliefs or expectations relating to: (i) the integration of our brands and the resulting impact thereof; (ii) the availability of alternative co-packers and the impact to our business if we are required to change our significant co-packing arrangements; (iii) the level of our sales made outside the United States; (iv) our intention to grow through acquisitions as well as internal expansion; (v) our long-term strategy for sustainable growth; (vi) the economic environment; (vii) our support of increased consumer consumption; (viii) higher input costs; (ix) the measures the Company expects to take to mitigate the impact of challenging economic conditions and higher input costs, (x) the integration of acquisitions and the opportunities for growth related thereto; (xi) the completion of divestitures; (xii) the repatriation of foreign cash balances; (xiii) our cash and cash equivalent investments having no significant exposure to interest rate risk; (xiv) our expectations regarding our capital spending for fiscal year 2013; and (xv) our sources of liquidity being adequate to fund our anticipated operating and cash

requirements for the next twelve months. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, levels of activity, performance or achievements of the Company, or industry results, to

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be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: (a) our ability to achieve our guidance for net sales and earnings per diluted share in fiscal year 2013 given the economic environment in the U.S. and other markets that we sell products as well as economic, political and business conditions generally and their effect on our customers and consumers' product preferences, and our business, financial condition and results of operations; (b) our expectations for our business for fiscal year 2013 and its positioning for the future; (c) changes in estimates or judgments related to our impairment analysis of goodwill and other intangible assets, as well as with respect to the Company's valuation allowances of its deferred tax assets; (d) our ability to implement our business and acquisition strategy; (e) the ability of our joint venture investments, including HPP, to successfully execute their business plans; (f) our ability to realize sustainable growth generally and from investments in core brands, offering new products and our focus on cost containment, productivity, cash flow and margin enhancement in particular; (g) our ability to effectively integrate our acquisitions; (h) the effects on our results of operations from the impacts of foreign exchange; (i) competition; (j) the success and cost of introducing new products as well as our ability to increase prices on existing products; (k) availability and retention of key personnel; (l) our reliance on third party distributors, manufacturers and suppliers; (m) our ability to maintain existing customers and secure and integrate new customers; (n) our ability to respond to changes and trends in customer and consumer demand, preferences and consumption; (o) international sales and operations; (p) changes in fuel, raw material and commodity costs; (q) changes in, or the failure to comply with, government regulations; (r) the availability of natural and organic ingredients; (s) the loss of one or more of our manufacturing facilities; (t) our ability to use our trademarks; (u) reputational damage; (v) product liability; (w) seasonality; (x) litigation; (y) the Company's reliance on its information technology systems; and (z) the other risks detailed from time-to-time in the Company's reports filed with the SEC, including the annual report on Form 10-K for the fiscal year ended June 30, 2012.

You are cautioned not to rely unduly on any forward looking statements. These risks and uncertainties are discussed in more detail under "Risk Factors," "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our reports and other documents on file with the SEC. You may obtain copies of these documents as described under "Where You Can Find More Information; Incorporation by Reference" below.

PROSPECTUS SUMMARY

This summary highlights information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because it is a summary, it may not contain all of the information that is important to you. Before making a decision to invest in our Common Stock, you should read carefully this entire prospectus supplement and the accompanying prospectus, including the section entitled “Where You Can Find More Information” and the section entitled “Risk Factors” beginning on page S-5 of this prospectus supplement and in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary is qualified in its entirety by the more detailed information and financial statements, including the notes thereto, incorporated by reference into this prospectus supplement and the accompanying prospectus.

THE COMPANY

The Hain Celestial Group, Inc. and its subsidiaries (collectively, the “Company,” and herein referred to as “we,” “us,” and “our”) manufacture, market, distribute and sell natural and organic products under brand names which are sold as “better-for-you” products, providing consumers with the opportunity to lead A Healthy Way of Life™. Our brand names are well recognized in the various market categories they serve. We are a leader in many natural and organic products categories, with such well-known food brands as Celestial Seasonings®, Earth's Best®, Ella's Kitchen®, Terra®, Garden of Eatin'®, Sensible Portions®, Rice Dream®, Soy Dream®, Almond Dream®, Imagine®, WestSoy®, The Greek Gods®, Ethnic Gourmet®, Rosetto®, Arrowhead Mills®, MaraNatha®, SunSpire®, Health Valley®, Spectrum Naturals®, Spectrum Essentials®, DeBoles®, BluePrint®, Lima®, Danival®, GG UniqueFiber™, Yves Veggie Cuisine®, Europe's Best®, Linda McCartney® (under license), New Covent Garden Soup Co.®, Johnson's Juice Co.®, Farmhouse Fare®, Cully & Sully®, Hartley's®, Sun-Pat®, Gale's®, Robertson's® and Frank Cooper's®. Our well-known personal care products are marketed under the Avalon Organics®, Alba Botanica®, JASON®, Zia® natural skincare, Queen Helene® and Earth's Best TenderCare® brands.

Our mission is to be the leading marketer, manufacturer and seller of natural and organic products by anticipating and exceeding consumer expectations in providing quality, innovation, value and convenience. We are committed to growing our Company while continuing to implement environmentally sound business practices and manufacturing processes.

We have acquired numerous companies and brands since our formation and intend to seek future growth through internal expansion as well as the acquisition of complementary brands. We consider the acquisition of natural and organic food and personal care products companies or product lines to be an integral part of our business strategy. During the fiscal year ending June 30, 2013, we have completed the following acquisitions. On October 27, 2012, we completed the acquisition of a portfolio of market-leading packaged grocery brands including Hartley's®, Sun-Pat®, Gale's®, Robertson's® and Frank Cooper's®, together with the manufacturing facility in Cambridgeshire, United Kingdom (the “UK Ambient Grocery Brands”) from Premier Foods plc. The product offerings acquired include jams, fruit spreads and jelly, peanut butter, honey and marmalade. This acquisition expands our product offerings in the United Kingdom into ambient grocery which we expect will help position the expanded business as a top food and beverage supplier in the United Kingdom. On December 21, 2012, we acquired the assets and business of BluePrint Cleanse (“BluePrint”), a nationally recognized leader in the raw juice category based in New York City. The BluePrint® brand, which is part of our United States operating segment, expands our product offerings into a new category. On

May 2, 2013, we acquired Ella's Kitchen Group Limited (the "Ella's Kitchen Group"). Ella's Kitchen Group is engaged in the business of manufacturing and supplying ambient food products for infants and toddlers under the Ella's Kitchen® brand, which complements our Earth's Best® line of infant, toddler and kids products, and is also included in our United States operating segment. We believe bringing together the Earth's Best and Ella's Kitchen® brands should enable us to bring our natural and organic nutritional feeding offerings to a global consumer base.

Our business strategy within each operating segment is to integrate our brands under one management team and employ uniform marketing, sales and distribution programs. We believe that by integrating our various brands, we will continue to achieve economies of scale and enhanced market penetration. We seek to capitalize on the equity of our brands and the distribution achieved through each of our acquired businesses with strategic introductions of new products that complement existing lines to enhance revenues and margins.

We were incorporated in Delaware on May 19, 1993. Our new worldwide headquarters office is located at 1111 Marcus Avenue, Lake Success, New York 11042 and our telephone number is (516) 587-5000. Our public website is www.hain.com. On our website, investors can find press releases, financial filings and other information about us. The SEC's website, www.sec.gov, also offers access to reports and documents we have electronically filed with or furnished to the SEC. These website addresses are not intended to function as hyperlinks, and the information contained on our website and in the SEC's website is not intended to be a part of this prospectus or any accompanying prospectus supplement.

THE OFFERING

Shares of Common Stock we are
offering.....

687,779

Use of Proceeds.....

We will not receive any proceeds from the selling
shareholder's sale of the shares of Common Stock
described in the prospectus supplement and the
accompanying prospectus.

Risk Factors.....

Investing in our Common Stock involves a high degree
of risk and the purchaser of our shares of Common
Stock may lose their entire investment. See "Risk Factors"
beginning on page S-5 and in the documents
incorporated by reference in this prospectus supplement
and the accompanying prospectus for a discussion of the
risk factors you should carefully consider before
deciding to investment in our Common Stock.

Ticker Symbol.....

HAIN

RISK FACTORS

Investing in shares of our Common Stock involves risk. Please see the risk factors described below and those described in our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, which are incorporated by reference into this prospectus supplement and the accompanying prospectus. You should consider carefully these risk factors together with all of the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before you decide to purchase shares of our Common Stock. These risks and uncertainties are not the only ones facing us, and there may be additional matters that we are unaware of or that we currently consider immaterial. Any of these risks and uncertainties could adversely affect our business, financial condition, results of operations, liquidity or prospects and, thus, the value of an investment in shares of our Common Stock.

Risks Relating to Our Common Stock and this Offering

The price of our Common Stock may fluctuate and you could lose all or a significant part of your investment.

Volatility in the market price of our Common Stock may prevent you from being able to sell your shares at or above the price you paid. The market price of our Common Stock may also be influenced by many factors, some of which are beyond our control, including:

- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- variations in quarterly operating results;
- general economic conditions;
- war, terrorist acts and epidemic disease;
- future sales of our Common Stock or securities linked to our Common Stock;
- investor perceptions of us and our industry; and
- the failure of securities analysts to cover our Common Stock, or to the extent covered, changes in financial estimates by analysts or a downgrade of our stock or sector by analysts.

In addition, the stock market in general has experienced extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of companies like us. These broad market and industry factors may materially reduce the market price of our Common Stock, regardless of our operating performance.

Future sales of Common Stock by our existing or future stockholders may cause our stock price to fall.

The market price of our Common Stock could decline as a result of sales by our existing and future stockholders, or the perception that such sales could occur, which might also make it more difficult for us to sell equity securities at a time and price that we deem appropriate.

Our share price could decline as a result of this offering or if a large number of shares of our Common Stock or equity-related securities are sold in the future.

Sales of a substantial number of shares of our Common Stock could depress the market price of our Common Stock and impair our ability to raise capital through the sale of additional equity securities. This offering and any such future sales or issuances could dilute the ownership interests of stockholders, and we cannot predict the effect that this offering or future sales or issuances of our Common Stock or other equity-related securities would have on the market

price of our Common Stock nor can we predict our future needs to fund our operations or balance sheet with future equity issuances.

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SUMMARY OF THE UNDERLYING TRANSACTION

On May 2, 2013, we entered into a share purchase agreement with Paul John Lindley, Alison Jane Lindley and the various other stockholders (the “Sellers”) and option holders named therein for all of the issued and outstanding capital stock (the "Acquisition") of Ella's Kitchen Group Limited ("Ella's Kitchen Group"). Ella's Kitchen Group is engaged in the business of marketing and distributing ambient food products for infants and toddlers.

USE OF PROCEEDS

We will not receive any proceeds from the selling shareholder's sale of the shares of Common Stock described in this prospectus supplement and the accompanying prospectus.

SELLING SHAREHOLDERS

As described above, on May 2, 2013, we and the Sellers agreed to undertake the Acquisition. In connection with the Acquisition, we issued to the Sellers in a private placement exempt from registration under the Securities Act, 687,779 shares of Common stock (the “Registrable Shares”), which we are registering for resale by them and which are covered by this prospectus supplement and the accompanying prospectus. We refer to the Sellers as the Selling Shareholders.

The information contained in the table below in respect of each Selling Shareholder (i.e., its name, the number of shares beneficially owned and the number of shares offered) has been obtained from the Selling Shareholders and has not been independently verified by us. The information set forth in the following table regarding the beneficial ownership after resale of shares is based upon the assumption that each Selling Shareholder will sell all of the shares of Common Stock owned by them and covered by this prospectus supplement and the accompanying prospectus.

Selling Shareholders	Class	Number of Shares Beneficially Owned	Percent of Class(1)	Number of Shares Offered	Number of Shares of Class Beneficially Owned After Offering	Percentage of Shares of Class Beneficially Owned After Offering
Paul John Lindley	Common Stock	240,307	0.51%	240,307	—	N/A
Alison Jane Lindley	Common Stock	240,307	0.51%	240,307	—	N/A
Christopher Britton	Common Stock	46,234	0.10%	46,234	—	N/A
Richard Butland	Common Stock	46,234	0.10%	46,234	—	N/A
Timothy Macready	Common Stock	46,234	0.10%	46,234	—	N/A
		31,531	0.07%	31,531	—	N/A

The Estate of Daniel Yealland	Common Stock					
Mercator Trustees - Todmorden Settlement Trust	Common Stock	14,703	0.03%	14,703	—	N/A
Douglas Struthers	Common Stock	19,427	0.04%	19,427	—	N/A
Stephen Kelly	Common Stock	2,802	0.01%	2,802	—	N/A

(1) Percentage ownership calculation is based on 47,252,731 shares of Common Stock outstanding as of May 3, 2013.

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PLAN OF DISTRIBUTION

The Selling Shareholders will act independently of the Company in making their respective decisions with respect to the timing, manner and size of each and any sale. The Selling Shareholders and any of their respective pledgees, donees, transferees or other successors-in-interest may, from time to time, sell any or all of the shares of Common Stock beneficially owned by them and offered hereby directly or through one or more broker-dealers or agents. Each Selling Shareholder will be responsible for their portion of commissions charged by such broker-dealers or agents. The Common Stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices.

The Selling Shareholders may use any one or more of the following methods when selling shares:

- through underwriters, brokers or dealers (who may act as agent or principal and who may receive compensation in the form of discounts, concessions or commissions from the Selling Shareholders, the purchaser or such other persons who may be effecting such sales) for resale to the public or to institutional investors at various times;
- through negotiated transactions, including, but not limited to, block trades in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- through purchases by a broker or dealer as principal and resale by that broker or dealer for its account;
- on any national securities exchange or quotation service on which the shares may be listed or quoted at the time of sale at market prices prevailing at the time of sale, at prices related to such prevailing market prices, or at negotiated prices;
- in private transactions other than exchange or quotation service transactions;
- short sales, purchases or sales of put, call or other types of options, forward delivery contracts, swaps, offerings of structured equity-linked securities or other derivative transactions or securities;
- hedging transactions, including, but not limited to:
 - transactions with a broker-dealer or its affiliate, whereby the broker-dealer or its affiliate will engage in short sales of shares and may use shares to close out its short position;