

HAIN CELESTIAL GROUP INC
Form 8-K
January 18, 2012

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): **January 12, 2012**

THE HAIN CELESTIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22818
(Commission File Number)

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

58 South Service Road, Melville, NY 11747

(Address of principal executive offices)

Registrant's telephone number, including area code: **(631) 730-2200**

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 12, 2012, the Board of Directors (the Board) of The Hain Celestial Group, Inc. (the Company) voted to expand the size of the Board from ten to eleven members and to appoint Scott M. O Neil to the Board to fill the new seat.

Mr. O Neil will participate in the standard non-employee director compensation arrangements described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 7, 2011.

The Company issued a press release on January 17, 2012 (the Press Release) announcing the appointment of Mr. O Neil to the Board. A copy of the Press Release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description

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|------|--|
| 99.1 | Press Release, dated January 17, 2012. |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 18, 2012

THE HAIN CELESTIAL GROUP, INC.

(Registrant)

By: /s/ Ira J. Lamel
Name: Ira J. Lamel

Title: Executive Vice President and Chief Financial Officer