

HAIN CELESTIAL GROUP INC  
Form 8-K/A  
March 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (date of earliest event reported): March 15, 2012

**THE HAIN CELESTIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**58 South Service Road, Melville, NY 11747**

(I.R.S. Employer  
Identification No.)

(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)

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))

**EXPLANATORY NOTE**

This Current Report on Form 8-K/A (this Amendment ) updates information disclosed in a Current Report on Form 8-K filed on November 18, 2011 (the Original Form 8-K ), relating to the 2011 Annual Meeting of Stockholders of The Hain Celestial Group, Inc. (the Company ) held on November 17, 2011 (the Annual Meeting ). The purpose of this Amendment is to disclose the Company's decision regarding how frequently it will conduct future advisory votes on executive compensation. No other changes have been made to the Original Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(d) As previously reported in the Original Form 8-K, an advisory vote was conducted at the Annual Meeting on the frequency of future advisory votes on the Company's executive compensation. The Board of Directors of the Company (the Board ) recommended, and the Company's stockholders approved, on an advisory basis, that future advisory votes on the Company's executive compensation will be held every year. The Board of Directors has determined, consistent with the vote of the Company's stockholders, to hold an advisory vote on the compensation of the Company's named executive officers every year (the next such vote being at the 2012 Annual Meeting of Stockholders of the Company) until the next required vote on the frequency of stockholder votes on the compensation of the Company's named executive officers (which will occur at the 2017 Annual Meeting of Stockholders of the Company).

**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: March 16, 2012

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

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