

HAIN CELESTIAL GROUP INC  
Form 8-K  
May 03, 2013

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): May 2, 2013

---

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.)
---	-------------------------------------	--

1111 Marcus Avenue, Lake Success, NY 11042  
(Address of principal executive offices)

Registrant's telephone number, including area code: (516) 587-5000

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))



Item 8.01 Other Events

On May 2, 2013, The Hain Celestial Group, Inc. ("Hain Celestial") entered into a share purchase agreement with Paul John Lindley, Alison Jane Lindley and the various other stockholders and option holders named therein (the "Sellers") 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. In connection with the closing of the Acquisition, on May 2, 2013 Hain Celestial issued 687,779 shares of Hain Celestial common stock, par value \$0.01 per share, to the Sellers.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

5.1\* Opinion of DLA Piper LLP (US)

23.1\* Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

\* Filed herewith

---

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: May 3, 2013

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

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

---

EXHIBIT INDEX

Exhibit No.	Description
5.1*	Opinion of DLA Piper LLP (US)
23.1*	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

\* Filed herewith