

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): August 13, 2024



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
(IRS Employer
Identification No.)

221 River Street,
Hoboken, New Jersey
(Address of Principal Executive Offices)

07030
(Zip Code)

Registrant's Telephone Number, Including Area Code: 516 587-5000

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	HAIN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At a meeting of the Board of Directors (the “Board”) of The Hain Celestial Group, Inc. (the “Company”) held on August 13, 2024, upon the recommendation of the Corporate Governance and Nominating Committee, the Board appointed Alison E. Lewis as a new director, effective September 1, 2024. Ms. Lewis was also appointed as a member of each of the Compensation and Talent Management Committee and Audit Committee of the Board, effective upon her appointment as a director. Ms. Lewis will be nominated for reelection at the Company’s 2024 annual meeting of shareholders.

Ms. Lewis served as the Chief Growth Officer of Kimberly-Clark Corporation, a global consumer goods company, from 2019 to May 2024. In that role, Ms. Lewis led the global development of the company’s four consumer categories, with her responsibilities including maximizing innovation for value and scale, building a digital-first marketing model, driving superior in-market execution, and unlocking disciplined and profitable revenue growth management. She will continue to serve in an advisory role at Kimberly-Clark until September 2024. Prior to Kimberly-Clark, Ms. Lewis served as Chief Marketing Officer at Johnson & Johnson Consumer Health from 2013 to 2019. Prior to her role at Johnson & Johnson, Ms. Lewis served as Senior Vice President and Chief Marketing Officer, North America at The Coca-Cola Company, where she worked for almost 18 years in roles of increasing responsibility. She began her career at The Kraft Heinz Company.

There is no arrangement or understanding between Ms. Lewis and any other person pursuant to which Ms. Lewis was selected as a director. There have been no transactions involving Ms. Lewis that would be required to be disclosed by Item 404(a) of Regulation S-K.

The Corporate Governance and Nominating Committee of the Board and the Board have determined that Ms. Lewis is “independent” as defined by applicable rules of The Nasdaq Stock Market LLC and the U.S. Securities and Exchange Commission (the “SEC”) applicable to Board service.

In connection with her service as a non-employee director, Ms. Lewis will receive prorated compensation in accordance with the Company’s compensation program for non-employee directors as described in the Company’s proxy statement for its 2023 annual meeting of shareholders, filed with the SEC on September 15, 2023. The Company also expects Ms. Lewis to enter into the Company’s standard indemnification agreement for its non-employee directors.

A copy of the Company’s press release issued on August 19, 2024 announcing Ms. Lewis’ appointment to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of The Hain Celestial Group, Inc. dated August 19, 2024
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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.

THE HAIN CELESTIAL GROUP, INC.

Date: August 19, 2024

By: /s/ Kristy M. Meringolo

Kristy M. Meringolo

Chief Legal and Corporate Affairs Officer,

Corporate Secretary

Alison Lewis to Join Hain Celestial Group Board of Directors

Recently Retired Kimberly-Clark Chief Growth Officer and Former Coca-Cola Executive Brings Extensive Global Marketing, e-Commerce, and Digital Leadership to Hain Board

HOBOKEN, NJ., August 19, 2024 -- Hain Celestial Group (Nasdaq: HAIN), a leading global health and wellness company whose purpose is to inspire healthier living through better-for-you brands, today announced that Alison Lewis has been appointed to its Board of Directors effective September 1, 2024. She will serve on the Compensation and Talent Management Committee as well as the Audit Committee. Ms. Lewis was appointed at Hain's Board of Directors meeting held on August 13, 2024. With this appointment, Hain Celestial's Board will consist of nine directors, eight of whom are independent.

"Alison brings a wealth of experience to our board," said Dawn Zier, Chair of the Board at Hain Celestial Group. "Her extensive knowledge in global marketing, e-commerce, and digital leadership within major CPG companies will be valuable in helping to steer our growth strategy and drive sustainable outcomes and shareholder returns. On behalf of the Board of Directors, I want to welcome Alison to the Hain Celestial Board."

Ms. Lewis brings over three decades of executive experience at large CPG companies including Kimberly-Clark Corporation, Johnson & Johnson Consumer Health, The Coca-Cola Company and Kraft Heinz. She most recently served as Chief Growth Officer at Kimberly-Clark where she was focused on driving marketing and commercial excellence for global categories and brands across digital, creative and design, innovation, revenue growth management and corporate communications. Ms. Lewis announced her decision to retire from Kimberly-Clark in May 2024. She will continue to serve in an advisory role there until September 1, 2024.

Prior to Kimberly-Clark, Ms. Lewis's executive experience includes serving as the Chief Marketing Officer at Johnson & Johnson Consumer Health, Senior Vice President and Chief Marketing Officer at Coca-Cola North America, and President and General Manager for the health and wellness beverage brand Odwalla, a wholly-owned subsidiary of The Coca-Cola Company. Ms. Lewis began her career in marketing at Kraft General Foods working on the Kraft Macaroni and Cheese portfolio and Kids' cereals. A native of Canada, Ms. Lewis holds a Bachelor of Commerce degree from Queen's University.

"I am thrilled to join the Hain Celestial Group Board," said Alison Lewis. "The Company's purpose of inspiring healthier living and its impressive portfolio of better-for-you brands position Hain to achieve significant growth and unlock its full potential as a global leader."

Ms. Lewis's appointment is a part of the board's commitment to add experienced leaders with diverse backgrounds and perspectives to oversee the business and its long-term strategy.

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About The Hain Celestial Group

Hain Celestial Group is a leading health and wellness company whose purpose is to inspire healthier living for people, communities and the planet through better-for-you brands. For more than 30 years, Hain has intentionally focused on delivering nutrition and well-being that positively impacts today and tomorrow. Headquartered in Hoboken, N.J., Hain Celestial's products across snacks, baby/kids, beverages, meal preparation, and personal care, are marketed and sold in over 70 countries around the world. Our leading brands include Garden Veggie Snacks™, Terra® chips, Garden of Eatin'® snacks, Hartley's® Jelly, Earth's Best® and Ella's Kitchen® baby and kids foods, Celestial Seasonings® teas, Joya® and Natumi® plant-based beverages, Greek Gods® yogurt, Cully & Sully®, Yorkshire Provender®, New Covent Garden® and Imagine® soups, Yves® and Linda McCartney's® (under license) meat-free, and Avalon Organics® personal care, among others. For more information, visit www.hain.com and [LinkedIn](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, our results may differ materially from those expressed or implied by such forward-looking statements. The words "believe," "expect," "anticipate," "may," "should," "plan," "intend," "potential," "will" and similar expressions are intended to identify such forward-looking statements. Forward-looking statements include, among other things, our beliefs or expectations relating to our future performance, results of operations and financial condition; our strategic initiatives; and our business strategy.

The risks and uncertainties that may cause actual results to differ materially from forward-looking statements are described in our most recent Annual Report on Form 10-K and our other filings from time to time with the U.S. Securities and Exchange Commission.

We undertake no obligation to update forward-looking statements to reflect actual results or changes in assumptions or circumstances, except as required by applicable law.

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