

Edgar Filing: HAIN CELESTIAL GROUP INC - Form DEFA14A

HAIN CELESTIAL GROUP INC
Form DEFA14A
November 21, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [] Soliciting Material Pursuant to ss.240.14a-12

THE HAIN CELESTIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

THE HAIN CELESTIAL GROUP, INC.
58 SOUTH SERVICE ROAD
MELVILLE, NY 11747

November 20, 2003

Dear Fellow Stockholder:

We have previously sent to you proxy material for the Annual Meeting of Stockholders of The Hain Celestial Group, Inc. to be held on December 4, 2003. Your Board of Directors has unanimously recommended that stockholders vote FOR the proposals under consideration.

Your vote is important, no matter how many or how few shares you may own. Please help your company avoid the expense of further solicitation by voting TODAY by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

Irwin D. Simon
President, Chief Executive
Officer and Chairman of the Board

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REMEMBER:

You can now vote by telephone or via the Internet
- just follow the simple steps on the enclosed proxy
card.

If you have any questions, or need assistance in
voting your shares, please call our proxy
solicitor,

INNISFREE M&A INCORPORATED

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TOLL-FREE, at 1-888-750-5834.

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The Hain Celestial Group, Inc. has hired Innisfree M&A Incorporated to assist it in the distribution of proxy materials and the solicitation of votes in connection with its 2003 Annual Meeting. We will pay Innisfree a fee of \$15,000, plus customary costs and expenses for these services. We have also agreed to indemnify Innisfree against certain liabilities arising out of or in connection with its provision of these services.