

HAIN CELESTIAL GROUP INC
Form 10-Q
May 09, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2012

Transition Report pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
for the transition period from _____ to _____
Commission File No. 0-22818

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

58 South Service Road
Melville, New York
(Address of principal executive offices)

11747
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

As of May 2, 2012 there were 44,727,901 shares outstanding of the registrant's Common Stock, par value \$.01 per share.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	March 31, 2012 (Unaudited)	June 30, 2011 (Note)
ASSETS		
Current assets:		
Cash and cash equivalents	\$41,164	\$27,517
Accounts receivable, less allowance for doubtful accounts of \$2,758 and \$1,280	192,871	143,348
Inventories	179,754	171,098
Deferred income taxes	14,014	13,993
Prepaid expenses and other current assets	19,653	15,110
Assets of business held for sale	30,452	—
Total current assets	477,908	371,066
Property, plant and equipment, net	147,350	110,423
Goodwill	682,256	568,374
Trademarks and other intangible assets, net	318,543	220,429
Investments and joint ventures	43,023	50,557
Other assets	14,170	12,655
Total assets	\$1,683,250	\$1,333,504
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$127,997	\$93,194
Accrued expenses and other current liabilities	72,611	73,884
Income taxes payable	5,060	2,974
Current portion of long-term debt	380	633
Liabilities of business held for sale	10,379	—
Total current liabilities	216,427	170,685
Long-term debt, less current portion	430,358	229,540
Deferred income taxes	81,651	52,915
Other noncurrent liabilities	12,286	13,661
Total liabilities	740,722	466,801
Stockholders' equity:		
Preferred stock - \$.01 par value, authorized 5,000,000 shares, no shares issued	—	—
Common stock - \$.01 par value, authorized 100,000,000 shares, issued 45,920,013 and 45,045,097 shares	459	451
Additional paid-in capital	607,832	582,972
Retained earnings	351,721	295,886
Accumulated other comprehensive income	4,292	7,144
	964,304	886,453
Less: 1,202,612 and 1,144,610 shares of treasury stock, at cost	(21,776)	(19,750)
Total stockholders' equity	942,528	866,703
Total liabilities and stockholders' equity	\$1,683,250	\$1,333,504

Note: The balance sheet at June 30, 2011 has been derived from the audited financial statements at that date.

See notes to condensed consolidated financial statements.

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THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
 (In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended		
	March 31,		March 31,		
	2012	2011	2012	2011	
Net sales	\$379,357	\$288,386	\$1,041,022	\$838,225	
Cost of sales	275,028	205,822	752,640	600,167	
Gross profit	104,329	82,564	288,382	238,058	
Selling, general and administrative expenses	63,183	53,664	182,765	158,814	
Acquisition related expenses and restructuring charges	549	(1,920) 7,501	169	
Operating income	40,597	30,820	98,116	79,075	
Interest and other expenses, net	4,172	2,851	12,273	8,835	
Income before income taxes and equity in earnings of equity-method investees	36,425	27,969	85,843	70,240	
Provision for income taxes	12,384	11,076	31,063	28,601	
Equity in net (income) loss of equity-method investees	(28) 121	(847) (495)
Income from continuing operations	24,069	16,772	55,627	42,134	