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

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**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): September 11, 2007**

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

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-22818**  
(Commission File Number)

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

**58 South Service Road, Melville, NY 11747**  
(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)

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**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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 11, 2007, The Hain Celestial Group, Inc. (the "Company") notified Nasdaq that the Company will not timely file its Form 10-K for its fiscal year ended June 30, 2007 and, therefore will not be in compliance with Nasdaq's Marketplace Rule 4310(c)(14) for continued listing on the Nasdaq Global Select Market. As a result, in accordance with Nasdaq's standard procedures, the Company expects to receive a Nasdaq staff determination letter confirming the Company's non-compliance with Marketplace Rule 4310(c)(14) and notifying the Company of the commencement of delisting procedures. In response to that letter, the Company will take all available action to maintain the listing of the Company's shares including requesting a hearing before the Nasdaq Listing Qualifications Panel. The Company's shares will remain listed on the Nasdaq Global Select Market pending a decision by the Listing Qualifications Panel and the Company expects the delisting process to terminate upon the filing of the Company's Annual Report on Form 10-K.

**Item 8.01 Other Events**

On September 11, 2007, the Company issued a press release updating its stock options review and advising that it is not yet in a position to file its Annual Report on Form 10-K. A copy of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 11, 2007.

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**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: **September 12, 2007**

**THE HAIN CELESTIAL GROUP, INC.**

(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and Chief Financial Officer

Contact: Ira Lamel/Mary Anthes  
The Hain Celestial Group, Inc.  
631-730-2200

Jeremy Fielding/David Lilly  
Kekst and Company  
212-521-4800

**THE HAIN CELESTIAL GROUP  
ISSUES UPDATE ON ITS STOCK OPTIONS REVIEW**

**Melville, NY, September 11, 2007**—The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading natural and organic food and personal care products company, today issued an update on its stock options review. As previously disclosed on August 29, 2007, The Hain Celestial Group, Inc. is conducting an independent review of the Company's stock option practices. This review is being conducted at the direction of a group of independent directors with the assistance of independent legal counsel and experts retained by counsel and is substantially complete. However, the timing of that completion has resulted in a delay in finalizing the Company's annual report on Form 10-K. The Company is working diligently through this process and intends to file its Form 10-K in the near future. The Company believes that any adjustments that have been identified in the review will not affect the Company's previously released results of operations for the year ended June 30, 2007. As a result of this delay, the Company anticipates receiving, as a matter-of-course in accordance with the standard procedures of The NASDAQ Stock Market, Inc., a notice of delisting from NASDAQ. The Company expects the notice to be rescinded upon filing its Form 10-K and, in the interim, does not expect the notice to affect the liquidity of the trading in the Company's stock.

**The Hain Celestial Group**

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Melville, NY, is a leading natural and organic food and personal care products company in North America and Europe. Hain Celestial participates in almost all natural food categories with well-known brands that include Celestial Seasonings®, Terra Chips®, Garden of Eatin'®, Health Valley®, WestSoy®, Earth's Best®, Arrowhead Mills®, DeBoles®, Hain Pure Foods®, FreeBird™, Plainville Farms™, Hollywood®, Spectrum Naturals®, Spectrum Essentials®, Walnut Acres Organic™, Imagine Foods™, Rice Dream®, Soy Dream®, Rosetto®, Ethnic Gourmet®, Yves Veggie Cuisine®, Linda McCartney®, Realeat®, Lima®, Grains Noirs®, Natumi®, JASON®, Zia® Natural Skincare, Avalon Organics®, Alba Botanica® and Queen Helene®. For more information, visit [www.hain-celestial.com](http://www.hain-celestial.com).

**Safe Harbor Statement**

This press release contains forward-looking statements within and constitutes a "Safe Harbor" statement under the Private Securities Litigation Act of 1995. Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve known and unknown risks and uncertainties, which could cause our actual results to differ materially from those described in the forward-looking statements. These risks include but are not limited to general economic and business conditions; the ability to implement business and acquisition strategies and integrate acquisitions; competition; retention of key personnel; the results of the stock options review described above; compliance with government regulations, including the rules on proxy solicitations when necessary or required, and other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the annual report on Form 10-K for the fiscal year ended June 30, 2006.