

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)  
March 5, 2004

THE HAIN CELESTIAL GROUP, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

0-22818

22-3240619

-----  
(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

58 South Service Road  
Melville, New York

11747

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(Address of principal executive offices)

(Zip Code)

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

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Item 5. Other Events and Regulation FD Disclosure

On March 5, 2004, James S. Gold resigned as one of our directors. The resignation of Mr. Gold was not a result of any disagreement with us on any matter relating to our operations, policies or practices, and Mr. Gold's letter of resignation did not contain any description of any disagreement nor did it request that any disagreement be disclosed.

Copies of the press release announcing Mr. Gold's resignation and his resignation letter are attached as exhibits to this Form 8-K and incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

Exhibit No. -----	Description -----
99.1	Press release dated March 8, 2004
99.2	Letter dated March 5, 2004

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.

Dated: March 8, 2004

By: /s/ Ira J. Lamel

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Name: Ira J. Lamel  
Title: Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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THE HAIN CELESTIAL GROUP

Contacts: Ira Lamel, CFO  
The Hain Celestial Group, Inc.  
631-730-2200

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

FOR IMMEDIATE RELEASE:

HAIN CELESTIAL DIRECTOR TO LEAVE BOARD

MELVILLE, N.Y., March 8, 2004 - The Hain Celestial Group (NASDAQ: HAIN) announced today that James S. Gold has decided to leave the Company's Board of Directors, effective immediately.

"I would like to thank Jim for the contributions he has made over the years to The Hain Celestial Group," said Irwin D. Simon, Chairman, President and Chief Executive Officer.

About The Hain Celestial Group

The Hain Celestial Group, headquartered in Melville, NY, is a natural, specialty and snack food company. The Company is a leader in 13 of the top 15 natural food categories, with such well-known natural food brands as Celestial Seasonings(R) teas, Walnut Acres(R), Hain Pure Foods(R), Westbrae(R), Westsoy(R), Rice Dream(R), Soy Dream(R), Imagine(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin(R), Terra Chips(R), Yves Veggie Cuisine(R), The Good Dog(R), The Good Slice(R), DeBoles(R), Lima(R), Biomarche(R), Grains Noirs(R), Milkfree(R), Earth's Best(R), and Nile Spice. The Company's principal specialty product lines include Hollywood(R) cooking oils, Estee(R) sugar-free products, Kineret(R) kosher foods, Boston Better Snacks(R), and Alba Foods(R). The Hain Celestial Group's website can be found at [www.hain-celestial.com](http://www.hain-celestial.com).

# # #

James S. Gold

30 Rockefeller Plaza  
New York, NY 10020

March 5, 2004  
Mr. Irwin D. Simon  
Chairman, President & Chief Executive Officer  
Hain Celestial Group  
58 South Service Road  
Suite 250  
Melville, NY 11747

Dear Irwin:

This letter will serve as my resignation, effective immediately, as a member of the Board of Directors of Hain Celestial.

I wish you and the Company continued success, and I hope that my 5 years of service as a member of the Board have contributed positively to the Company's success.

Very truly yours,

/s/ Jim

-----  
James S. Gold

cc: Roger Meltzer, Esq.