
**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): December 16, 2005

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
(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)

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 2.01 Acquisition or Disposition of Assets.

On December 16, 2005, The Hain Celestial Group, Inc., a Delaware corporation (“Hain”), acquired the stock of Spectrum Organic Products, Inc., a California corporation (“Spectrum”), through a merger (the “Merger”) of Spectrum with and into Spectrum Organic Products, LLC, a California limited liability company and a newly formed wholly owned subsidiary of Hain, under the terms of the previously-announced Agreement and Plan of Merger, dated August 23, 2005, between Hain and Spectrum.

Consideration paid by Hain was approximately \$0.3485 in cash and 0.017929 shares of Hain common stock, in each case per share of Spectrum common stock. Hain also assumed Spectrum’s liabilities.

Hain funded the cash portion of the Merger consideration through borrowings under its existing credit facility and cash on hand.

Hain’s press release regarding consummation of the Merger is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

(99.1) Press release of Hain dated December 19, 2005.

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: December 19, 2005

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

By: /s/ Ira J. Lamel
Name: Ira J. Lamel
Title: Executive Vice President and Chief

F i n a n c i a l O f f i c e r



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

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

**HAIN CELESTIAL CLOSES MERGER WITH
SPECTRUM ORGANIC PRODUCTS**

*EXPANSION OF COMPANY'S OFFERINGS IN NATURAL AND ORGANIC
OILS, VINEGARS, CONDIMENTS*

Melville, NY, December 19, 2005—The Hain Celestial Group, Inc. (“Hain Celestial”) (NASDAQ: HAIN), a leading natural and organic food and personal care products company, today announced that it completed its merger with Spectrum Organic Products, Inc. (“Spectrum”). Under the terms of the merger, Spectrum shareholders will receive \$0.7035 per share, after deducting for excess company expenses, consisting of \$0.3485 per share in cash and \$0.355 per share in Hain Celestial shares, which is based on valuing the Hain shares at \$19.80 per share, as provided in the merger agreement. The Spectrum merger will increase the amount of Hain Celestial shares outstanding by approximately 924,459 shares.

Spectrum is a leading manufacturer and marketer of natural and organic culinary oils, vinegars, condiments and butter substitutes under the Spectrum Naturals® brand and essential fatty acid nutritional supplements under the Spectrum Essentials® brand, sold mainly through natural food retailers.

“Spectrum strengthens our position in the natural and organic sector with the addition of Spectrum Naturals® and Spectrum Essentials®, as healthy oils are featured in the new food pyramid and USDA Dietary Guidelines” said Irwin D. Simon, President and Chief Executive Officer of Hain Celestial. “We look forward to integrating Spectrum into our portfolio of brands in the Grocery and Snacks area of our business and expanding their product offerings with broader distribution.”

The Hain Celestial Group

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Melville, NY, is a leading natural and organic beverage, snack, specialty 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®, Hain Pure Foods®, Hollywood®, Walnut Acres



Organic™, Imagine Foods®, Rice Dream®, Soy Dream®, Rosetto®, Ethnic Gourmet®, Yves Veggie Cuisine®, Lima®, Biomarché™, Grains Noirs®, Natumi®, JASON® and Zia® Natural Skincare. For more information, visit 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, integrate acquisitions, and obtain financing for general corporate purposes; competition; retention of key personnel; compliance with government regulations and other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the report on Form 10-K, as amended, for the fiscal year ended June 30, 2005. The forward-looking statements made in this press release are current as of the date of this press release, and the Company does not undertake any obligation to update forward-looking statements.