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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): NOVEMBER 3, 2005

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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.)
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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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Except as otherwise stated below, the information contained in this Current Report on Form 8-K, including the exhibit attached hereto, is being furnished pursuant to Item 2.02, "Results of Operations and Financial Condition." This information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Only the information under the headings "Acquisition of Spectrum Organic Products," "Additional Information regarding the Spectrum Acquisition" and "Participants in the Solicitation" in Exhibit 99.1 is being filed pursuant to Rule 425.

On November 3, 2005, The Hain Celestial Group, Inc. (the "Company") issued a press release announcing financial results for its first quarter ended September 30, 2005. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits. The following exhibit is filed herewith:

Exhibit No.	Description
----- 99.1	----- Press Release of the Company dated November 3, 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: November 3, 2005

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

By: /s/ Ira J. Lamel

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

[THE HAIN CELESTIAL GROUP, INC. LOGO OMITTED]

Contact:	Ira Lamel/Mary Anthes	Jeremy Fielding/David Lilly
	The Hain Celestial Group, Inc.	Kekst and Company
	631-730-2200	212-521-4800

THE HAIN CELESTIAL GROUP ANNOUNCES  
RECORD FIRST QUARTER RESULTS

Sales Grew 17% to \$161 Million

Net Income Up 19%

Earnings Per Share \$0.20 in the Quarter

Melville, NY, November 3, 2005--The Hain Celestial Group, Inc. (NASDAQ HAIN), a leading natural and organic food and personal care products company, today reported results for the first quarter ended September 30, 2005. Hain Celestial reported first quarter record sales of \$161.1 million, a 17% increase over the prior year's \$137.6 million. Net income reached a first quarter record of \$7.4 million, a 19% increase over the prior year's \$6.2 million. Diluted earnings per share for the first quarter this year reached \$0.20 as compared to \$0.17 per share in the prior year.

"Our sales growth came from our existing brand sales as we realized incremental opportunities due to greater shelf space allocated to our faster-selling products, a direct result of our stock keeping unit rationalization program. We also benefited from the strength of new product introductions and new distribution," commented Irwin D. Simon, President and Chief Executive Officer. "With rising consumer demand for natural and organic products, we were able to achieve strong top and bottom line growth."

The Company's first quarter sales growth was achieved by increased momentum from Grocery and Snacks, Tea, Personal Care and in Canada and Europe. Sales from the Company's brands were strong, with Terra Chips(R) up 14%, Garden of Eatin'(R) up 32%, Health Valley(R) up 13%, Earth's Best(R) up 61%, Imagine(R) soups up 52%, Celestial Seasonings up 7%, Personal Care up 32%, Canada up 5% and Europe up 10%.

Sales growth from the new Hain Pure Protein joint venture, under the Raised Right(R) brand of natural and antibiotic-free chicken, grew 11%, as the Company pioneered its entry into one of the fastest growing categories in the natural and organic sector. Hain Pure Protein operates at significantly lower margins than the Company's other brands and as a result caused a 1.1% reduction in the Company's overall gross profit percentage.

The Company's gross profit for the first quarter was 28.5% versus 28.3% in the prior year period, as the Company continued to drive its focus on operating efficiencies. Ira J. Lamel, the Company's Executive Vice President and Chief Financial Officer, commented, "We continue to work diligently within an environment of higher input costs. The recent high price levels of petroleum and natural gas have impacted our overall business both directly with increased inbound and outbound delivery costs, and indirectly with the pass-through of costs from our suppliers of packaging and other major components of our finished products. The results of our efforts to offset these input costs with strategic price increases and operating efficiencies are succeeding, as gross profit improved to 29.6% before the impact of Hain Pure Protein. We intend to continue to work diligently to return our gross profits to levels above 30%."

The Company's operating income grew at a higher rate than its growth in sales to \$12.8 million, an 18.2% increase over the prior year quarter. Selling, general and administrative expenses remained flat year-over-year at 20.5% of sales despite dollar increases in these costs as, similar to product costs, pricing pressures have impacted these expense lines as well. In October, the Company announced an average 3% to 4% price increase across its Grocery and Snack brands effective during the second quarter to offset the recent escalation of direct and indirect fuel-related and other input costs.

"We increased our marketing, advertising and promotion program spending by almost 13% in the quarter. We also incurred the costs of the completion of our Sarbanes-Oxley implementation in this quarter, with \$1 million in outside fees and the addition of two new corporate positions in response to these expanded requirements. We expect to realize additional benefits from these investments in the future," Irwin Simon stated.

The Company has continued to focus on its working capital management. The number of days in the Company's Cash Conversion Cycle for the quarter improved two days when compared to the preceding quarter, and improved 27 days since the prior year quarter. "We made significant strides in Fiscal 2005 in focusing on cash conversion and are extremely pleased with the 27 days reduction since inception of the program. We set the goal of a 10% reduction in our first year, and we have far exceeded that goal, achieving a 28% reduction in the first year. We anticipate continuing modest improvements as shown by this quarter's two day reduction in the cycle," Ira Lamel said.

"As the world's largest natural and organic products company, we look forward to continued growth driven by consumer awareness of the benefit of these products," said Irwin Simon. "With our portfolio of brands and new opportunities in some of the fastest-growing categories in the natural and organic sector and with our increased focus on operating efficiencies, Hain Celestial is well-positioned to execute our strategy in fiscal year 2006," concluded Irwin Simon.

#### ACQUISITION OF SPECTRUM ORGANIC PRODUCTS

The Company's previously announced acquisition of Spectrum Organic Products, Inc. is progressing toward an anticipated closing, subject to Spectrum shareholder approval and other customary conditions, in December 2005. Spectrum is a California-based leading manufacturer and marketer of natural and organic culinary oils, vinegars, condiments and butter substitutes under the Spectrum Naturals(R) brand and essential fatty acid nutritional supplements under the Spectrum Essentials(R) brand, sold mainly through natural food retailers.

#### FISCAL YEAR 2006 OUTLOOK

The Company confirmed its fiscal year 2006 guidance of \$650 million to \$670 million in sales and earnings of \$0.98 to \$1.05 per share.

#### WEBCAST AND UPCOMING EVENTS

Hain Celestial will host a conference call and live webcast at 8:15 AM Eastern Standard Time to review its first quarter 2006 results via the Hain Celestial corporate website, [www.hain-celestial.com](http://www.hain-celestial.com). On November 8, 2005 the Company is scheduled to present at the Bear Stearns SMid-Cap Investor Conference, and on November 17, 2005 the Company is scheduled to present at the Lehman Brothers Small Cap Conference. These presentations, as well as the Company's earnings conference call, will be available in the Investor Relations section of the Company's website.

#### 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(R), Terra Chips(R), Garden of Eatin'(R), Health Valley(R), WestSoy(R), Earth's Best(R), Arrowhead Mills(R), Hain Pure Foods(R), Raised Right(R), Hollywood(R), Walnut Acres Organic(TM), Imagine Foods(R), Rice Dream(R), Soy Dream(R), Rosetto(R), Ethnic Gourmet(R), Yves Veggie Cuisine(R), Lima(R), Biomarche(R), Grains Noirs(R), Natumi(R), JASON(R) and Zia(R) Natural Skincare. For more information, visit [www.hain-celestial.com](http://www.hain-celestial.com).

#### ADDITIONAL INFORMATION REGARDING THE SPECTRUM ACQUISITION

In connection with the proposed acquisition of Spectrum Organic Products, Inc., a registration statement registering shares of Hain Celestial's common stock, including a proxy statement of Spectrum, has been filed and other materials will be filed with the Securities and Exchange Commission ("SEC").

WE URGE INVESTORS TO READ THE REGISTRATION STATEMENT AND PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors are able to obtain free copies of the registration statement and proxy statement, and will be able to obtain free copies of other filed documents containing information about Hain Celestial and Spectrum at [www.sec.gov](http://www.sec.gov), the SEC's website. Free copies of Hain Celestial's SEC filings also are available on Hain Celestial's website at [www.hain-celestial.com](http://www.hain-celestial.com), or by request to Investor Relations, The Hain Celestial Group, Inc., 58 South Service Road, Melville, New York 11747. Free copies of Spectrum's SEC filings also are available on Spectrum's Website at [www.spectrumorganics.com](http://www.spectrumorganics.com), or by request to Investor Relations, Spectrum Organic Products, Inc., 5341 Old Redwood Highway, Suite 400, Petaluma, California 94954.

#### PARTICIPANTS IN THE SOLICITATION

The Company, Spectrum and their respective executive officers and directors may be deemed, under SEC rules, to be participants in the solicitation of proxies from Spectrum stockholders with respect to the Spectrum acquisition. Information regarding the Company's officers and directors is included in its Notice of Annual Meeting of Stockholders and Proxy Statement, as filed with the SEC on October 31, 2005. Information regarding the officers and directors of Spectrum is included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the SEC on March 24, 2005. More detailed information regarding the identity of potential participants and their interests in the solicitation will be set forth in the registration statement and proxy statement and other materials to be filed with the SEC in connection with the proposed transaction.

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 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.

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THE HAIN CELESTIAL GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
(In thousands)

	September 30, 2005	June 30, 2005
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	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 20,021	\$ 24,139
Trade receivables, net	73,478	67,148
Inventories	83,567	76,497
Recoverable income taxes	2,590	2,575
Deferred income taxes	5,671	5,671
Other current assets	18,623	18,164
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Total current assets	203,950	194,194
Property, plant and equipment, net	93,120	88,204
Goodwill, net	358,261	350,833
Trademarks and other intangible assets, net	60,875	61,010
Other assets	12,635	12,895
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Total assets	\$ 728,841	\$ 707,136
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<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 62,675	\$ 65,922
Income taxes payable	5,833	1,139
Current portion of long-term debt	4,148	2,791
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Total current liabilities	72,656	69,852
Deferred income taxes	16,723	16,723
Long-term debt, less current portion	90,785	92,271
Minority Interest	4,772	-
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Total liabilities	184,936	178,846
Stockholders' equity:		
Common stock	378	375
Additional paid-in capital	409,500	404,517
Deferred compensation	(1,638)	(1,872)
Retained earnings	135,330	127,967
Treasury stock	(12,745)	(12,745)
Foreign currency translation adjustment	13,080	10,048
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Total stockholders' equity	543,905	528,290
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Total liabilities and stockholders' equity	\$ 728,841	\$ 707,136
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THE HAIN CELESTIAL GROUP, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per share amounts)

	Three Months Ended September 30,	
	2005	2004
	(Unaudited)	
Net sales	\$ 161,097	\$ 137,604
Cost of Sales	115,248	98,629
Gross profit	45,849	38,975
SG&A expenses	33,095	28,185
Operating income	12,754	10,790
Interest expense and other expenses	868	655
Income before income taxes	11,886	10,135
Income tax provision	4,523	3,953
Net income	\$ 7,363	\$ 6,182
Basic per share amounts	\$ 0.20	\$ 0.17
Diluted per share amounts	\$ 0.20	\$ 0.17
Weighted average common shares outstanding:		
Basic	36,636	36,273
Diluted	37,560	36,855