

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

to

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)

April 27, 1999

THE HAIN FOOD 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.)
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50 Charles Lindbergh Boulevard
Uniondale, New York

11553

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (516) 237-6200

Item 2. Acquisition or Disposition of Assets.

(a) On May 18, 1999, Hain Acquisition Corp., a Delaware corporation ("Hain Acquisition") and wholly-owned subsidiary of The Hain Food Group, Inc. ("Hain"), pursuant to the Agreement and Plan of Merger, dated April 6, 1999, by and among Hain, Hain Acquisition and Natural Nutrition Group, Inc. ("NNG") (the "Merger Agreement"), Hain Acquisition merged with and into NNG with NNG as the surviving corporation (the "Merger").

As provided in the Merger Agreement,

(1) each outstanding share of the common stock, par value \$.01 per share, of NNG ("NNG Common Stock") was converted into the right to receive a combination of (i) cash and (ii) a 7% subordinated convertible note due 2004 (collectively, the "Notes");

(2) each outstanding share of preferred stock was converted into the right to receive cash; and

(3) certain options were converted into the right to receive a combination of cash and a Note and certain other options were converted into the right to receive cash.

The Notes are convertible into shares of Hain common stock, par value \$.01 per share ("Hain Common Stock"). The number of shares of Hain Common Stock to be issued upon conversion of each Note will be based upon the conversion price equal to the average of the closing prices of Hain Common Stock for the ten trading days prior to any conversion of that Note.

Hain has filed a Registration Statement (the "Registration Statement") on Form S-3 to register up to 991,736 shares of Hain Common Stock to be issued to holders of the Notes upon their conversion.

In connection with the Merger, Hain entered into a Credit Agreement with IJB Whitehall Bank & Trust Company, as issuer and administrative agent for the lenders named therein, and Fleet Bank, N.A., as syndication agent (the "Credit Facility"). Under the Credit Facility, the term loan portion is \$130 million and

the revolving line of credit is \$30.0 million.

Hain funded the cash consideration paid to holders of NNG Common Stock through borrowings under the Credit Facility.

(b) Assets constituting plant, equipment or other physical property acquired by Hain (through its wholly-owned subsidiary Hain Acquisition) in the Merger were used by NNG and

its subsidiaries in manufacturing. At the present time, Hain intends to use these assets in the same manner in which they were used prior to the Merger.

Item 5. Other Events.

On May 19, 1999, Hain announced that it had consummated the Merger.

Under the terms of the Merger Agreement, the purchase price consisted of \$70 million in cash and a \$10 million in Notes.

A copy of a press release issued by Hain on May 19, 1999 is attached hereto as Exhibit 20 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of business acquired.

The financial statements required by this Item will be filed by Hain by amendment to this Current Report on Form 8-K no later than August 2, 1999.

Pro forma financial information.

The pro forma financial statements required by this Item will be filed by Hain by amendment to this Current Report on Form 8-K no later than August 2, 1999.

(c) Exhibits.

Exhibit No.	Description
(2.1)*	Agreement and Plan of Merger by and among The Hain Food Group, Inc., Hain Acquisition Corp. and Natural Nutrition Group, Inc. dated April 6, 1999.
(4.1)*	Form of Note.
(20.1)	Press release dated May 19, 1999.

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* Previously filed with the initial filing of our Current Report on Form 8-K filed on April 27, 1999 which was filed in connection with the filing of the Registration Statement relating to the Merger.

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 FOOD GROUP, INC.

Dated: June 1, 1999

By: /s/ Gary M. Jacobs

Gary M. Jacobs
Chief Financial Officer

EXHIBIT INDEX

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NEWS RELEASE

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For Further Information

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HAIN FOOD GROUP COMPLETES ACQUISITION OF
HEALTH VALLEY(R), BREADSHOP'S(R) AND CASBAH(R)

Uniondale, NY, May 19, 1999 -- The Hain Food Group, Inc. (Nasdaq: HAIN) today completed the acquisition of privately held Natural Nutrition Group, Inc., a leading manufacturer and marketer of premium natural and organic food products in the United States sold under the Health Valley(R), Breadshop's(R) and Casbah(R) brands. The purchase price consisted of \$70 million in cash and a five year \$10 million convertible note, according to Irwin D. Simon, president and chief executive officer.

With the Natural Nutrition Group acquisition, first announced in early April, the Hain Food Group becomes the largest natural organic food company in the US, with sales over \$300 million. The natural organic food category is one of the fastest growing categories in the food industry. The Natural Nutrition Group branded products are made using only natural ingredients with many produced exclusively with organic materials. Product offerings include breakfast cereals and granolas, granola bars, cereal bars, cookies, crackers, and other baked goods, and canned and instant soups and chilis, as well as other food products, primarily under the Health Valley, Breadshop's and Casbah brands.

Simon commented, "This acquisition is a terrific fit for Hain that complements our existing categories and enhances our sales

base with our existing customers. We will follow the same blueprint from previous acquisitions and look for synergies between these new brands and our existing business that should bring significant efficiencies and cost savings in the manufacturing, distribution, sales, marketing, general and administrative functions."

Certain of the statements in this press release are forward looking in nature and, accordingly, are subject to risks and uncertainties. The actual results may differ from those described or contemplated.

The Hain Food Group, headquartered in Uniondale, NY, is a natural, specialty and snack food company. The Company is a leader in many of the top 15 natural food categories, with such well-known natural food product lines as Hain Pure Foods(R), Westbrae(R) Natural, Westsoy(R), Arrowhead Mills(R), Garden of Eatin'(R), Terra Chips(R), DeBoles(R), Earth's Best(R) and Nile Spice. The Company's principal specialty and snack food product lines include Hollywood(R) cooking oils, Estee(R) sugar-free products, Weight Watchers(R) dry and refrigerated products, Kineret(R) kosher foods, Boston Better Snacks(R), Harry's Premium Snacks and Alba Foods(R).