
**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): January 11, 2007

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 January 11, 2007, The Hain Celestial Group, Inc., a Delaware corporation (“*Hain*”), acquired the stock of Avalon Holding Corporation, a Delaware corporation (“*Avalon*”), through a merger (the “*Merger*”) of a newly formed wholly owned subsidiary of Hain with and into Avalon, under the terms of the previously-announced Agreement and Plan of Merger, dated December 17, 2006, between Hain, Avalon and the other parties thereto.

Consideration paid by Hain was approximately \$120 million in cash. Hain funded 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.

(d) Exhibits.

(99.1) Press release of Hain dated January 11, 2007.

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: January 11, 2007

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

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

**Contacts:**

Ira Lamel/Mary Anthes
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631-730-2200

Jeremy Fielding/David Lilly
Kekst and Company
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**THE HAIN CELESTIAL GROUP COMPLETES THE ACQUISITION OF
 AVALON NATURAL PRODUCTS, INC.**

**AVALON ORGANICS® AND ALBA BOTANICA® BRANDS
 EXPAND PERSONAL CARE OFFERINGS**

Melville, NY, January 11, 2007—The Hain Celestial Group, Inc. (NASDAQ: HAIN) today announced that it has completed its acquisition of Avalon Natural Products, Inc., including its Avalon Organics® and Alba Botanica® natural and organic personal care brands, from North Castle Partners, a private equity firm. Avalon is a leader in the natural products category in the areas of skin care, hair care, bath and body and sun care with its Avalon Organic Botanicals and Alba Botanica brands.

“Over the past two years, personal care has become a rapidly growing contributor to our business in terms of sales and profit contribution,” said Irwin D. Simon, President and Chief Executive Officer of The Hain Celestial Group. “The Avalon Organics and Alba Botanica brands provide us with a strong, well-rounded personal care portfolio that helps solidify our leadership position in the natural and organic personal care category. In addition, we are pleased to be joined by Gil Pritchard and his team, whose experience and relationships will deepen our focus on this growth category,” concluded Irwin Simon.

Hain Celestial has built a substantial presence in personal care with its JASON®, Zia® Natural Skincare and Queen Helene® brands to complement its leading position in natural and organic foods. Hain Celestial is committed to creating and promoting A Health Way of Life™.

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™, Hollywood®, Spectrum Naturals®, Spectrum Essentials®, Walnut Acres Organic™, Imagine Foods™, Rice Dream®, Soy Dream®, Rosetto®, Ethnic Gourmet™, Yves



Veggie Cuisine®, Linda McCartney®, Lima®, Grains Noirs®, Natumi®, JASON®, Zia® Natural Skincare, Avalon Organics®, Alba Botanica® and Queen Helene®. For more information, visit www.hain-celestial.com.

About North Castle Partners

North Castle Partners is a leading private equity firm focused exclusively on investments in consumer-driven product and service businesses that benefit from “Healthy Living and Aging” trends. For more information visit www.northcastlepartners.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; 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, 2006. 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.