

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Quarterly Report Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

For the quarter ended: 03/31/96

Commission File No.: 0-22818

THE HAIN FOOD GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware

22-3240619

(State or other jurisdiction of
incorporation or organization)

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

50 Charles Lindbergh Boulevard, Uniondale, New York 11553

(Address of principal executive offices)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 123 months (or for such shorter period that the registrant was required to file such reports, and (2) has been subject to such filing requirement for the past 90 days.

Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

8,866,899 shares of Common Stock \$.01 par value, as of July 1, 1996.

THE HAIN FOOD GROUP, INC.
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Part I Financial Information

Item 1. Financial Statements

Consolidated Balance Sheets - March 31, 1996
(unaudited) and June 30, 1995

Consolidated Statements of Operations - Three
months and Nine months ended March 31, 1996
and 1995 (unaudited)

Consolidated Statements of Cash Flows - Nine
months ended March 31, 1996 and 1995 (unaudited)

Notes to Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of
Financial Condition and Results of Operations

Part II Other Information

Items 1 to 5 are not applicable

Item 6 - Exhibits and Reports on Form 8-K

Signatures

PART II - OTHER INFORMATION

Item 6. - Exhibits and Reports on Form 8-K

a. Exhibits

Exhibit 27. Financial Data Schedule

b. Reports on Form 8-K

In November 1995, the Company filed its Report on Form 8-K reporting on the acquisition of substantially all of the assets of The Estee Corporation and the related financing thereof. In January 1996, the Company filed a Report on Form 8-K/A which included the requisite financial statements and pro forma financial information relating to the acquisition.

PART II - OTHER INFORMATION

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 thereunto duly authorized.

THE HAIN FOOD GROUP, INC.

Date: July 11, 1996

Irwin D. Simon
Irwin D. Simon,
President and Chief
Executive Officer

Date: July 11, 1996

Jack Kaufman
Jack Kaufman,
Vice President-Finance and
Chief Financial Officer

5
1,000

9-MOS
Jun-30-1996
Jul-01-1995
Mar-31-1996

		92
	0	
	8311	
	81	
	7879	
19605		1048
	355	
	49794	
10367		15081
		89
0		
	0	
49794	23832	
	48867	
48867		29336
	29336	
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1578		
	2801	
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1631		
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