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): July 16, 2012

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-22818**	**22-3240619**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Item 8.01. Other Events

The Company is filing this Current Report on Form 8-K to provide certain historical business segment information recast to reflect a change in its reportable segments effective in the fourth quarter (quarter ended June 30) of its fiscal year 2012.

Change in Reportable Segments

During the fourth quarter of fiscal 2012, the Company reorganized its reporting structure in a manner that resulted in a change to its operating and reportable segments. The change resulted from the Company's international expansion and was primarily driven by the acquisition of The Daniels Group in October 2011. The Company previously had one operating and reportable segment. Our operations are now organized and managed by geography, and are comprised of four operating segments: United States, Canada, United Kingdom and Europe. The United States and the United Kingdom will both be reportable segments, while Canada and Europe do not currently meet the quantitative thresholds for separate reporting and will therefore be combined and reported as "Other."

Net sales and operating profit are the primary measures used by our Chief Operating Decision Maker ("CODM") to evaluate segment operating performance and to decide how to allocate resources to segments. Our CODM is the Company's Chief Executive Officer. Expenses related to certain centralized administration functions that are not specifically related to an operating segment are included in "Corporate and other." Corporate and other expenses are comprised mainly of the compensation and related expenses of certain of the Company's senior executive officers and other selected employees who perform duties related to our entire enterprise, as well as expenses for certain professional fees, facilities, and other items which benefit the Company as a whole. Additionally, acquisition related expenses, restructuring charges and impairment charges are included in "Corporate and other." Expenses that are managed centrally but can be attributed to a segment, such as employee benefits, are principally allocated based on headcount. Assets are reviewed by the CODM on a consolidated basis and are not reported by operating segment.

The supplemental information included in this Form 8-K presents the Company's business segment information to reflect the change in reportable segments for each quarter of fiscal 2012 and the fiscal years ended June 30, 2011, 2010 and 2009. There is no impact on the Company's previously reported consolidated balance sheets and consolidated statements of operations, cash flows and stockholders' equity. The Company has also provided the Results of Operations section of Management's Discussion and Analysis for each of the respective periods which have been recast to reflect its new organization structure. As required by the Segment Reporting Topic of the Accounting Standards Codification, the consolidated financial statements to be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 will reflect this change in the Company's reportable segments.

This filing does not reflect any subsequent information or events other than the adjustments noted above. Without limitation, this filing does not purport to update any information included in the relevant Annual and Quarterly Reports.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Historical Segment Information for the three months ended September 30, 2011 and 2010, the three and six months ended December 31, 2011 and 2010, and the three and nine months ended March 31, 2012 and 2011
99.2	Management's Discussion and Analysis of Results of Operations for the three months ended September 30, 2011 and 2010
99.3	Management's Discussion and Analysis of Results of Operations for the three and six months ended December 31, 2011 and 2010
99.4	Management's Discussion and Analysis of Results of Operations for the three and nine months ended March 31, 2012 and 2011
99.5	Historical Segment Information for the fiscal years ended June 30, 2011, 2010 and 2009
99.6	Management's Discussion and Analysis of Results of Operations for the fiscal years ended June 30, 2011, 2010 and 2009

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: July 16, 2012

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

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

EXHIBIT 99.1

The Hain Celestial Group, Inc.
Historical Segment Information
(unaudited)

The following tables set forth information about each of the Company's reportable segments as recast to reflect the Company's new segment structure. Transactions between reportable segments were insignificant for all periods presented.

	Three Months Ended September 30,	
(amounts in thousands)	2011	2010
Net sales:		
United States	$ 233,642	$ 210,867
United Kingdom	16,760	13,950
Other	41,957	33,144
	$ 292,359	$ 257,961
Operating income (loss):		
United States	$ 31,732	$ 27,320
United Kingdom	(1,883)	(2,776)
Other	2,180	941
Total segment operating income	32,029	25,485
Corporate and other (1)	(9,169)	(6,942)
	$ 22,860	$ 18,543

(1) Includes acquisition related expenses and restructuring charges of $1,746 and $1,838 for the three months ended September 30, 2011 and 2010, respectively.

	Three Months Ended December 31,		Six Months Ended December 31,	
(amounts in thousands)	2011	2010	2011	2010
Net sales:				
United States	$ 259,153	$ 238,204	$ 492,795	$ 449,071
United Kingdom	60,886	16,048	77,646	29,998
Other	49,267	37,626	91,224	70,770
	$ 369,306	$ 291,878	$ 661,665	$ 549,839
Operating income (loss):				
United States	$ 41,760	$ 36,313	$ 73,492	$ 63,633
United Kingdom	2,101	(2,172)	218	(4,948)
Other	2,630	2,616	4,810	3,557
Total segment operating income	46,491	36,757	78,520	62,242
Corporate and other (2)	(11,832)	(7,045)	(21,001)	(13,987)
	$ 34,659	$ 29,712	$ 57,519	$ 48,255

(2) Includes acquisition related expenses and restructuring charges of $5,206 and $962 for the three months ended December 31, 2011 and 2010 and $6,952 and $2,800 for the six months ended December 31, 2011 and 2010, respectively.

(amounts in thousands)	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011	Nine Months Ended March 31, 2012	Nine Months Ended March 31, 2011
Net sales:				
United States	256,280	230,647	749,075	679,718
United Kingdom	71,564	15,332	149,210	45,330
Other	51,513	42,407	142,737	113,177
	379,357	288,386	1,041,022	838,225
Operating income (loss):				
United States	39,579	34,409	113,071	98,042
United Kingdom	5,121	(2,077)	5,339	(7,025)
Other	3,871	2,676	8,681	6,233
Total segment operating income	48,571	35,008	127,091	97,250
Corporate and other [3]	(7,974)	(4,188)	(28,975)	(18,175)
	$ 40,597	$ 30,820	$ 98,116	$ 79,075

(3) Includes acquisition related expenses and restructuring charges of $549 and $(1,837) for the three months ended March 31, 2012 and 2011 and $7,501 and $963 for the nine months ended March 31, 2012 and 2011, respectively.

Management's Discussion and Analysis of Results of Operations

This Results of Operations section of Management’s Discussion and Analysis is being provided in connection with the supplemental information provided in this Form 8-K and reflects the recast segment information for the three months ended September 30, 2011 and 2010.

Three months ended September 30, 2011 Compared to September 30, 2010

(dollars in thousands)

Three months ended September 30,		**2011**	**%**		**2010**	**%**
Net sales	$	292,359	100.0%	$	257,961	100.0%
Cost of sales		212,522	72.7%		187,859	72.8%
Gross profit		79,837	27.3%		70,102	27.2%
Selling, general and administrative expenses		55,231	18.9%		50,146	19.4%
Acquisition related expenses and restructuring charges		1,746	0.6%		1,413	0.5%
Operating income		22,860	7.8%		18,543	7.2%
Interest and other expenses, net		3,521	1.2%		2,457	1.0%
Income before income taxes and equity in earnings of equity-method investees		19,339	6.6%		16,086	6.2%
Provision for income taxes		7,717	2.6%		7,164	2.8%
Equity in net (income) loss of equity-method investees		(68)	—%		(173)	(0.1)%
Net income	$	11,690	4.0%	$	9,095	3.5%

Net sales for the three months ended September 30, 2011 were $292.4 million compared to $258.0 million for the three months ended September 30, 2010, an increase of $34.4 million, or 13.3%. Sales increased in all of our geographic regions as discussed below. Changes in foreign exchange rates benefited our sales by approximately $3.4 million.

Gross profit for the three months ended September 30, 2011 was $79.8 million, an increase of $9.7 million, or 13.9%, from gross profit of $70.1 million reported in the three months ended September 30, 2010. Gross profit as a percentage of net sales was 27.3% for the three months ended September 30, 2011 compared to 27.2% of net sales for the September 30, 2010 quarter. The increase in gross profit percentage resulted from the mix of product sales and productivity savings, which helped offset input cost increases.

Selling, general and administrative expenses were $55.2 million for the three months ended September 30, 2011, an increase of $5.1 million, or 10.1%, compared to $50.1 million in the September 30, 2010 quarter. Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including higher amortization expense related to identified intangibles. Selling, general and administrative expenses as a percentage of net sales decreased to 18.9% in the first quarter of fiscal 2012 compared to 19.4% in the first quarter of last year.

In the first quarter of fiscal 2012 we incurred acquisition and integration related expenses of $1.7 million, including $0.9 million of additional contingent consideration. In the first quarter of fiscal 2011 we incurred acquisition related expenses aggregating $1.4 million related primarily to the acquisition of The Greek Gods yogurt brand in July 2010 and integration activities related to Churchill Food Products Limited in the United Kingdom, which was acquired in the fourth quarter of fiscal 2010.

Operating income was $22.9 million for the three months ended September 30, 2011 compared to $18.5 million in the September 30, 2010 quarter. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 7.8% in the September 30, 2011 quarter compared with 7.2% in the September 30, 2010 quarter.

Interest and other expenses, net were $3.5 million for the three months ended September 30, 2011 compared to $2.5 million for the three months ended September 30, 2010. Interest expense totaled $2.8 million in this year's first quarter, which includes

interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit agreement and interest accretion on contingent consideration. Interest expense in last year's first quarter was approximately $3.4 million. The decrease in interest expense resulted from lower average borrowings under our revolving credit facility and lower accretion on contingent consideration. Interest and other expenses also includes approximately $1.1 million of foreign currency exchange gains for the three months ended September 30, 2010.

Income before income taxes and equity in the earnings of our equity-method investees for the three months ended September 30, 2011 amounted to $19.3 million compared to $16.1 million in the comparable period of the prior year.

Our effective income tax rate was 39.9% of pre-tax income for the three months ended September 30, 2011 compared to 44.5% for the three months ended September 30, 2010. The effective tax rate for the first quarter of fiscal 2012 was lower than the comparable period of the prior year as a result of reduced losses incurred in the United Kingdom for which no tax benefit is currently being recorded and changes in geographic income distribution. The effective rate differs from statutory rates due to the effect of state and local income taxes, tax rates in foreign jurisdictions and certain nondeductible expenses. Our effective tax rate may change from quarter to quarter based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

Our equity in the net income from our joint venture investments for the three months ended September 30, 2011 was $0.1 million compared to $0.2 million in the September 30, 2010 quarter.

Net income for the three months ended September 30, 2011 was $11.7 million compared to $9.1 million in the September 30, 2010 quarter. The increase of $2.6 million in earnings was attributable to the factors noted above.

SEGMENT RESULTS

The following table provides a summary of segment net sales and operating profit performance for the three months ended September 30, 2011 versus September 30, 2010:

(dollars in thousands)	**United States**	**United Kingdom**	**Other**	**Corporate and other [1]**	**Consolidated**
Net Sales - Three months ended 9/30/11	$ 233,642	$ 16,760	$ 41,957	$ —	$ 292,359
Net Sales - Three months ended 9/30/10	$ 210,867	$ 13,950	$ 33,144	$ —	$ 257,961
% change	10.8%	20.1%	26.6%		13.3%
Operating income (loss) - Three months ended 9/30/11	$ 31,732	$ (1,883)	$ 2,180	$ (9,169)	$ 22,860
Operating income (loss) - Three months ended 9/30/10	$ 27,320	$ (2,776)	$ 941	$ (6,942)	$ 18,543
% change	16.1%	32.2%	131.7%		23.3%
Operating income (loss) margin - Three months ended 9/30/11	13.6%	(11.2)%	5.2%		7.8%
Operating income (loss) margin - Three months ended 9/30/10	13.0%	(19.9)%	2.8%		7.2%

(1) Includes $1,746 and $1,838 of acquisition related expenses and restructuring charges for the three months ended September 30, 2011 and 2010, respectively.

Sales in the United States were $233.6 million for the three months ended September 30, 2011, an increase of $22.8 million, or 10.8%, from the prior year's first quarter. The increased sales were driven by increased consumption and expanded distribution, with strong sales of our Earth's Best, MaraNatha, Spectrum and The Greek Gods brands. Operating profit in the United States increased to $31.7 million as a result of the increased sales. Operating margin improved to 13.6%, which resulted from the leveraging of operating expenses over the larger sales base.

Sales in the United Kingdom were $16.8 million, an increase of $2.8 million, or 20.1%, as a result of increased sales of our Linda McCartney meat-free frozen foods and our frozen desserts. The operating loss in the United Kingdom decreased in the first quarter of fiscal 2012 as a result of reductions in operating expenses.

Sales in our Other segment were $42.0 million compared to $33.1 million in the prior year's first quarter. Sales in Europe increased $6.6 million, or 39.1% as a result of sales from Danival and GG UniqueFiber, each of which were acquired in the third quarter of fiscal 2011. Sales in Canada increased $2.2 million, or 13.5%. Changes in foreign exchange rates benefited our European sales by approximately $1.6 million and our Canadian sales by approximately $1.1 million. Operating profit increased to $2.2 million from $0.9 million in the prior year's first quarter as a result of the increased sales and operating expense reductions.

EXHIBIT 99.3

Management's Discussion and Analysis of Results of Operations

This Results of Operations section of Management's Discussion and Analysis is being provided in connection with the supplemental information provided in this Form 8-K and reflects the recast segment information for the three and six months ended December 31, 2011 and 2010. The results of operations for the three and six months ended December 31, 2011 has also been recast to reflect the Company's discontinued operations related to the private label chilled ready meals business in the United Kingdom. This business was acquired in October 2011 as part of the acquisition of the Daniels Group ("Daniels"). The decision to sell this business was made in the third quarter of fiscal 2012.

Three months ended December 31, 2011 Compared to December 31, 2010

(dollars in thousands)

Three months ended December 31,		**2011**	**%**		**2010**	**%**
Net sales	$	369,306	100.0%	$	291,878	100.0%
Cost of sales		265,090	71.8%		206,486	70.7%
Gross profit		104,216	28.2%		85,392	29.3%
Selling, general and administrative expenses		64,351	17.4%		55,004	18.8%
Acquisition related expenses and restructuring charges		5,206	1.4%		676	0.2%
Operating income		34,659	9.4%		29,712	10.2%
Interest and other expenses, net		4,580	1.2%		3,527	1.2%
Income before income taxes and equity in earnings of equity-method investees		30,079	8.1%		26,185	9.0%
Provision for income taxes		10,962	3.0%		10,361	3.5%
Equity in net (income) loss of equity-method investees		(751)	(0.2)%		(443)	(0.2)%
Income from continuing operations		19,868	5.4%		16,267	5.6%
Income from discontinued operations, net of tax		170	—%		—	—%
Net income	$	20,038	5.4%	$	16,267	5.6%

Net sales for the three months ended December 31, 2011 were $369.3 million compared to $291.9 million for the three months ended December 31, 2010, an increase of $77.4 million, or 26.5%. Sales increased in all of our geographic areas, including an increase of $21.0 million in the United States and $56.4 million internationally. Sales outside of the United States included sales from the Daniels Group in the United Kingdom and sales of Europe's Best in Canada, both acquired during the second quarter of fiscal 2012.

Gross profit for the three months ended December 31, 2011 was $104.2 million, an increase of $18.8 million, or 22.0%, from gross profit of $85.4 million reported in last year's second quarter. Gross profit as a percentage of net sales was 28.2% for the three months ended December 31, 2011 compared to 29.3% in last year's second quarter. The change in gross profit percentage resulted from the mix of product sales, including the margin impact related to the inclusion of Daniels which operates at slightly lower relative margins. In addition, we experienced generally higher input costs, which were offset partially by productivity savings and price increases.

Selling, general and administrative expenses were $64.4 million for the three months ended December 31, 2011, an increase of $9.3 million, or 17.0%, compared to $55.0 million reported in last year's second quarter. Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including higher amortization expense related to identified intangible assets. Selling, general and administrative expenses as a percentage of net sales decreased to 17.4% in the second quarter of fiscal 2012, primarily related to the inclusion of Daniels which operates with lower relative expenses, compared to 18.8% in the second quarter of last year.

In the three months ended December 31, 2011 we recorded acquisition and integration related expenses of $5.2 million, which were primarily incurred in connection with the acquisition of Daniels. In the three months ended December 31, 2010, we incurred acquisition and integration related expenses of $0.7 million which primarily related to the acquisition of The Greek Gods yogurt brand.

Operating income was $34.7 million for the three months ended December 31, 2011 compared to $29.7 million in last year's second quarter. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 9.4% in the December 31, 2011 quarter compared with 10.2% in the December 31, 2010 quarter.

Interest and other expenses, net were $4.6 million for the three months ended December 31, 2011 compared to $3.5 million for the three months ended December 31, 2010. Net interest expense totaled $4.0 million in this year's second quarter, which includes interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit agreement and interest accretion on contingent consideration, offset partially by interest income earned on cash equivalents. Net interest expense in last year's second quarter was approximately $3.4 million. The increase in interest expense primarily resulted from higher average borrowings under our revolving credit facility, the proceeds of which were used to purchase Daniels during the quarter.

Income before income taxes and equity in the earnings of our equity-method investees for the three months ended December 31, 2011 amounted to $30.1 million compared to $26.2 million in the comparable period of the prior year.

Our effective income tax rate was 36.4% of pre-tax income for the three months ended December 31, 2011 compared to 39.6% for the three months ended December 31, 2010. The effective tax rate for the second quarter of fiscal 2012 was lower than the comparable period of the prior year primarily as a result of the acquisition of Daniels and the associated change in the mix of consolidated income to lower tax jurisdictions. The effective rate differs from the statutory federal rate due to the effect of state and local income taxes, tax rates in foreign jurisdictions and certain nondeductible expenses. Our effective tax rate may change from quarter to quarter based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

Our equity in the net income from our joint venture investments for the three months ended December 31, 2011 was $0.8 million compared to $0.4 million in last year's second quarter. Our equity in the earnings of Hain Pure Protein ("HPP") increased to $1.4 million for the three months ended December 31, 2011 from $0.5 million in the prior year second quarter, which was partially offset by losses incurred by Hutchison Hain Organic ("HHO") as it continues to develop the Asian markets for our products.

Income from continuing operations for the three months ended December 31, 2011 was $19.9 million compared to $16.3 million in last year's second quarter. The increase of $3.6 million in earnings was attributable to the factors noted above.

Income from discontinued operations for the three months ended March 31, 2012 was $170 thousand. Net sales and operating income reported within discontinued operations for the three months ended December 31, 2011 was $16.2 million and $0.3 million, respectively. There were no amounts reported in discontinued operations for the three months ended December 31, 2010 as the business being held for sale was acquired in October 2011.

SEGMENT RESULTS

The following table provides a summary of segment net sales and operating profit performance for the three months ended December 31, 2011 versus December 31, 2010:

(dollars in thousands)	**United States**	**United Kingdom**	**Other**	**Corporate and other [1]**	**Consolidated**
Net Sales - Three months ended 12/31/11	$ 259,153	$ 60,886	$ 49,267	$ —	$ 369,306
Net Sales - Three months ended 12/31/10	$ 238,204	$ 16,048	$ 37,626	$ —	$ 291,878
% change	8.8%	279.4%	30.9%		26.5%
Operating income (loss) - Three months ended 12/31/11	$ 41,760	$ 2,101	$ 2,630	$ (11,832)	$ 34,659
Operating income (loss) - Three months ended 12/31/10	$ 36,313	$ (2,172)	$ 2,616	$ (7,045)	$ 29,712
% change	15.0%	196.7%	0.5%		16.6%
Operating income (loss) margin - Three months ended 12/31/11	16.1%	3.5%	5.3%		9.4%
Operating income (loss) margin - Three months ended 12/31/10	15.2%	(13.5)%	7.0%		10.2%

(1) Includes $5,206 and $962 of acquisition related expenses and restructuring charges for the three months ended December 31, 2011 and 2010, respectively.

Sales in the United States for the three months ended December 31, 2011 increased $21.0 million, or 8.8%, from the prior year quarter. The increased sales were driven by increased consumption and expanded distribution, with strong sales of our Earth's Best, Celestial Seasonings, MaraNatha, Garden of Eatin', Sensible Portions, The Greek Gods, and JASON brands. United States operating profit increased to $41.8 million, or 16.1% of net sales, an increase of $5.4 million. The improved operating profit resulted from the increased sales and the resulting leveraging of operating expenses over the larger sales base.

Sales in the United Kingdom increased $44.8 million to $60.9 million, primarily as a result of the acquisition of Daniels at the end of October 2011. The United Kingdom segment had an operating profit of $2.1 million in the current year's quarter compared to a loss of $2.2 million in last year's comparable quarter. The improvement was attributable to the Daniels acquisition.

Sales in our Other segment were $49.3 million, an increase of $11.6 million, or 30.9%. Sales in Canada increased $6.6 million, primarily as a result of the acquisition of the Europe's Best brand at the beginning of the period, and sales in Europe increased $5.0 million, which includes sales from Danival and GG UniqueFiber, each of which were acquired in the third quarter of fiscal 2011. Operating profit in our Other segment was unchanged at $2.6 million, as increased gross profit was offset by increased operating expenses.

Six months ended December 31, 2011 Compared to December 31, 2010

(dollars in thousands)

Six months ended December 31,		**2011**	**%**		**2010**	**%**
Net sales	$	661,665	100.0%	$	549,839	100.0%
Cost of sales		477,612	72.2%		394,345	71.7%
Gross profit		184,053	27.8%		155,494	28.3%
Selling, general and administrative expenses		119,582	18.1%		105,150	19.1%
Acquisition related expenses and restructuring charges		6,952	1.1%		2,089	0.4%
Operating income		57,519	8.7%		48,255	8.8%
Interest and other expenses, net		8,101	1.2%		5,984	1.1%
Income before income taxes and equity in earnings of equity-method investees		49,418	7.5%		42,271	7.7%
Provision for income taxes		18,679	2.8%		17,525	3.2%
Equity in net (income) loss of equity-method investees		(819)	(0.1)%		(616)	(0.1)%
Income from continuing operations		31,558	4.8%		25,362	4.6%
Income from discontinued operations, net of tax		170	—%		—	—%
Net income	$	31,728	4.8%	$	25,362	4.6%

Net sales for the six months ended December 31, 2011 were $661.7 million compared to $549.8 million for the six months ended December 31, 2010, an increase of $111.8 million, or 20.3%.

Gross profit for the six months ended December 31, 2011 was $184.1 million, an increase of $28.6 million from gross profit of $155.5 million reported in last year's first six months. Gross profit as a percentage of net sales was 27.8% for the six months ended December 31, 2011 compared to 28.3% of net sales for the December 31, 2010 comparable period. The change in gross profit percentage resulted from the mix of product sales, including the margin impact related to the inclusion of Daniels which operates at lower relative margins. In addition, we experienced generally higher input costs, offset partially by productivity savings.

Selling, general and administrative expenses were $119.6 million for the six months ended December 31, 2011, an increase of $14.4 million, or 13.7%, compared to $105.2 million in the six months ended December 31, 2010. Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including higher amortization expense related to identified intangible assets. Selling, general and administrative expenses as a percentage of net sales decreased to 18.1% in the first six months of fiscal 2012, primarily related to the inclusion of Daniels which operates with lower relative expenses, compared to 19.1% in the first six months of last year.

In the six months ended December 31, 2011, we recorded acquisition and integration related expenses of $7.0 million, which were primarily incurred in connection with the acquisition of Daniels and additional contingent consideration on a prior acquisition. In the six months ended December 31, 2010, we incurred acquisition and integration related expenses of $2.1 million primarily related to the acquisition of The Greek Gods yogurt brand in July 2010.

Operating income was $57.5 million for the six months ended December 31, 2011 compared to $48.3 million in the prior year. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 8.7% in the December 31, 2011 period compared with 8.8% in the six months ended December 31, 2010.

Interest and other expenses, net were $8.1 million for the six months ended December 31, 2011 compared to $6.0 million for the six months ended December 31, 2010. Net interest expense totaled $6.9 million in this year's first six months, which includes interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit agreement and interest accretion on contingent consideration, offset partially by interest income earned on cash equivalents. Net interest expense in last year's first six months was approximately $6.8 million. The increase in interest expense primarily resulted from higher average borrowings under our revolving credit facility, the proceeds of which were used to purchase Daniels during the period, offset partially by a lower interest accretion on contingent consideration due to payments that were made during the current period.

Income before income taxes and equity in the after tax earnings of our equity-method investees for the six months ended December 31, 2011 amounted to $49.4 million compared to $42.3 million in the comparable period of the prior year.

Our effective income tax rate was 37.8% of pre-tax income for the six months ended December 31, 2011 compared to 41.5% for the six months ended December 31, 2010. The effective tax rate for the first six months of fiscal 2012 was lower than the comparable period of the prior year primarily as a result of reduced losses incurred in the United Kingdom and the acquisition of Daniels on October 25, 2011 and the associated change in the mix of consolidated income to lower tax jurisdictions. Prior to the acquisition of Daniels, no tax benefits were recorded for losses incurred in the United Kingdom. The Company will continue to maintain a valuation allowance on our net deferred tax assets related to those carryforward losses until an appropriate level of profitability is attained such that the losses may be utilized. If the Company is able to realize any of these deferred tax assets in the future, the provision for income taxes will be reduced by a release of the corresponding valuation allowance. The effective rate differs from the federal statutory rate primarily due to the item noted previously, as well as the effect of state and local income taxes and the mix of pretax earnings by jurisdiction. Our effective tax rate may change from quarter to quarter based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

Our equity in the net income from our investments in HPP and HHO for the six months ended December 31, 2011 was $0.8 million compared to $0.6 million for the six months ended December 31, 2010. Our equity in the earnings of HPP increased to $1.6 million for the six months ended December 31, 2011 from $0.7 million in the comparable period of the prior year, which was partially offset by losses incurred by HHO as it continues to develop the Asian markets for our products.

Income from continuing operations for the six months ended December 31, 2011 was $31.6 million compared to $25.4 million for the six months ended December 31, 2010. The increase of $6.2 million in earnings was attributable to the factors noted above.

Income from discontinued operations for the six months ended December 31, 2011 was $0.2 million. Net sales and operating income reported within discontinued operations for the six months ended December 31, 2011 was $16.2 million and $0.3 million, respectively.

There were no amounts reported in discontinued operations for the six months ended December 31, 2010 as the business being held for sale was acquired in October 2011.

SEGMENT RESULTS

The following table provides a summary of segment net sales and operating profit performance for the six months ended December 31, 2011 versus December 31, 2010:

(dollars in thousands)	United States	United Kingdom	Other	Corporate and other [1]	Consolidated
Net Sales - Six months ended 12/31/11	$ 492,795	$ 77,646	$ 91,224	$ —	$ 661,665
Net Sales - Six months ended 12/31/10	$ 449,071	$ 29,998	$ 70,770	$ —	$ 549,839
% change	9.7%	158.8%	28.9%		20.3%
Operating income (loss) - Six months ended 12/31/11	$ 73,492	$ 218	$ 4,810	$ (21,001)	$ 57,519
Operating income (loss) - Six months ended 12/31/10	$ 63,633	$ (4,948)	$ 3,557	$ (13,987)	$ 48,255
% change	15.5%	104.4%	35.2%		19.2%
Operating income (loss) margin - Six months ended 12/31/11	14.9%	0.3%	5.3%		8.7%
Operating income (loss) margin - Six months ended 12/31/10	14.2%	(16.5)%	5.0%		8.8%

(1) Includes $6,952 and $2,800 of acquisition related expenses and restructuring charges for the six months ended December 31, 2011 and 2010, respectively.

Sales in the United States increased $43.7 million, or 9.7%, from the prior period. The increase in sales resulted from growth from our Earth's Best, Celestial Seasonings, MaraNatha, Garden of Eatin', Sensible Portions, The Greek Gods, and JASON brands, as improved consumption trends continued. United States operating profit increased to $73.5 million or 14.9% of net sales compared to $63.6 million, or 14.2% of net sales in the prior year period. The improvement in operating profit resulted from the increased sales and the resulting leveraging of our operating expenses over the higher sales base.

Sales in the United Kingdom increased $47.6 million, or 158.8%, primarily as a result of the acquisition of Daniels at the end of October 2011. The United Kingdom segment had an operating profit of $0.2 million for the six months ended December 31, 2011 compared to a loss of $4.9 million in last year's comparable period. The improvement was attributable to the Daniels acquisition.

Sales in our Other segment were $91.2 million, an increase of $20.5 million, or 28.9%. Sales in Canada increased $8.8 million, primarily as a result of the acquisition of the Europe's Best brand at the beginning of the second quarter of fiscal 2012, and sales in Europe increased $11.6 million, which includes sales from Danival and GG UniqueFiber, each of which were acquired in the third quarter of fiscal 2011. Operating profit in our Other segment increased to $4.8 million from $3.6 million last year as a result of the increased sales.

EXHIBIT 99.4

Management's Discussion and Analysis of Results of Operations

This Results of Operations section of Management's Discussion and Analysis is being provided in connection with the supplemental information provided in this Form 8-K and reflects the recast segment information for the three and nine months ended March 31, 2012 and 2011.

Three months ended March 31, 2012 Compared to March 31, 2011

(dollars in thousands)

Three months ended March 31,	**2012**	**%**	**2011**	**%**
Net sales	$ 379,357	100.0%	$ 288,386	100.0%
Cost of sales	275,028	72.5%	205,822	71.4%
Gross profit	104,329	27.5%	82,564	28.6%
Selling, general and administrative expenses	63,183	16.7%	53,664	18.6%
Acquisition related expenses and restructuring charges	549	0.1%	(1,920)	(0.7)%
Operating income	40,597	10.7%	30,820	10.7%
Interest and other expenses, net	4,172	1.1%	2,851	1.0%
Income before income taxes and equity in earnings of equity-method investees	36,425	9.6%	27,969	9.7%
Provision for income taxes	12,384	3.3%	11,076	3.8%
Equity in net (income) loss of equity-method investees	(28)	—%	121	—%
Income from continuing operations	24,069	6.3%	16,772	5.8%
Income from discontinued operations, net of tax	38	—%	—	—%
Net income	$ 24,107	6.4%	$ 16,772	5.8%

Net sales for the three months ended March 31, 2012 were $379.4 million compared to $288.4 million for the three months ended March 31, 2011, an increase of $91.0 million, or 31.5%. Sales in all four of our geographic areas increased. Our increased sales were driven by the acquisition of the Daniels Group ("Daniels") in the second quarter of fiscal 2012 and sales resulting from increased consumption and distribution.

Gross profit for the three months ended March 31, 2012 was $104.3 million, an increase of $21.8 million, or 26.4%, from gross profit of $82.6 million reported in last year's third quarter. Gross profit as a percentage of net sales was 27.5% for the three months ended March 31, 2012 compared to 28.6% in last year's third quarter. The change in gross profit percentage resulted from the mix of product sales, including the margin impact related to the inclusion of Daniels which operates at slightly lower relative margins. In addition, we experienced generally higher input costs, which were offset partially by productivity savings and price increases.

Selling, general and administrative expenses were $63.2 million for the three months ended March 31, 2012, an increase of $9.5 million, or 17.7%, compared to $53.7 million reported in the third quarter of fiscal 2011. Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including higher amortization expense related to identified intangible assets, partially offset by savings resulting from the integration of the Sensible Portions brand operations. Selling, general and administrative expenses as a percentage of net sales decreased to 16.7% in the third quarter of fiscal 2012, primarily related to the inclusion of Daniels which operates with lower relative expenses, compared to 18.6% in the third quarter of last year.

In the three months ended March 31, 2012 we recorded acquisition and integration related expenses of $0.5 million, which were primarily incurred in connection with the acquisition of Daniels. In the three months ended March 31, 2011, we incurred acquisition and integration related expenses of $1.7 million primarily related to the acquisitions of Danival and GG UniqueFiber, and restructuring expenses of $0.5 million primarily related to the closing of a small non-dairy beverage production facility in the United Kingdom. These expenses were offset by $4.1 million of expense reduction resulting from an adjustment in the carrying value of the contingent consideration related to the acquisition of the net assets and business of Sensible Portions in June 2010.

Operating income was $40.6 million for the three months ended March 31, 2012 compared to $30.8 million in last year's third quarter. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 10.7% in both the March 31, 2012 and the March 31, 2011 quarters.

Interest and other expenses, net were $4.2 million for the three months ended March 31, 2012 compared to $2.9 million for the three months ended March 31, 2011. Net interest expense totaled $4.2 million in this year's third quarter, which includes interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit agreement and certain other interest charges, offset partially by interest income earned on cash equivalents. Net interest expense in last year's third quarter was approximately $3.4 million. The increase in interest expense primarily resulted from higher average borrowings under our revolving credit facility, the proceeds of which were used to purchase Daniels during the second quarter of fiscal 2012.

Income from continuing operations before income taxes and equity in the earnings of our equity-method investees for the three months ended March 31, 2012 amounted to $36.4 million compared to $28.0 million in the comparable period of the prior year.

Our effective income tax rate from continuing operations was 34.0% of pre-tax income for the three months ended March 31, 2012 compared to 39.6% for the three months ended March 31, 2011. The effective tax rate for the third quarter of fiscal 2012 was lower than the comparable period of the prior year as a result of the acquisition of Daniels and the increased income in its lower tax rate jurisdiction. In addition, in the third quarter of fiscal 2012, the Company recorded a discrete adjustment to recognize a decrease of $0.8 million in its liability for uncertain tax positions as the result of an expiration of the statute of limitations. The Company's tax rate for the three months ended March 31, 2012 was unfavorably impacted by $1.2 million related to nondeductible transaction costs incurred in connection with the acquisition of Daniels. The effective rate differs from the statutory federal rate due to the items noted previously as well as the effect of state and local income taxes. Our effective tax rate may change from quarter to quarter based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

Our equity in the net earnings from our joint venture investments for the three months ended March 31, 2012 was income of $28 thousand compared to a loss of $121 thousand in last year's third quarter. Our equity in the earnings of Hain Pure Protein ("HPP") increased to $328 thousand for the three months ended March 31, 2012 from $12 thousand in the prior year's third quarter, which was almost fully offset by losses incurred by Hutchison Hain Organic ("HHO") as it continues to develop the Asian markets for our products.

Income from continuing operations for the three months ended March 31, 2012 was $24.1 million compared to $16.8 million in last year's third quarter. The increase of $7.3 million in earnings was attributable to the factors noted above.

Income from discontinued operations for the three months ended March 31, 2012 was $38 thousand. Net sales and operating income reported within discontinued operations was $21.0 million and $0.1 million for the three months ended March 31, 2012, respectively. There were no amounts reported in discontinued operations for the three months ended March 31, 2011 as the business being held for sale was acquired in October 2011.

SEGMENT RESULTS

The following table provides a summary of segment net sales and operating profit performance for the three months ended March 31, 2012 versus March 31, 2011:

(dollars in thousands)	United States	United Kingdom	Other	Corporate and other [1]	Consolidated
Net Sales - Three months ended 3/31/12	$ 256,280	$ 71,564	$ 51,513	$ —	$ 379,357
Net Sales - Three months ended 3/31/11	$ 230,647	$ 15,332	$ 42,407	$ —	$ 288,386
% change	11.1%	366.8%	21.5%		31.5%
Operating income (loss) - Three months ended 3/31/12	$ 39,579	$ 5,121	$ 3,871	$ (7,974)	$ 40,597
Operating income (loss) - Three months ended 3/31/11	$ 34,409	$ (2,077)	$ 2,676	$ (4,188)	$ 30,820
% change	15.0%	346.6%	44.7%		31.7%
Operating income (loss) margin - Three months ended 3/31/12	15.4%	7.2%	7.5%		10.7%
Operating income (loss) margin - Three months ended 3/31/11	14.9%	(13.5)%	6.3%		10.7%

(1) Includes $549 and $(1,837) of acquisition related expenses and restructuring charges for the three months ended March 31, 2012 and 2011, respectively.

Sales in the United States were $256.3 million, an increase of $25.6 million, or 11.1%, from the prior year's third quarter. Our increased sales were driven by increased consumption and expanded distribution, with strong sales of our Earth's Best, Celestial Seasonings, Imagine, MaraNatha, Garden of Eatin', Sensible Portions, The Greek Gods, and Alba Botanica, Avalon, and JASON brands. Operating income improved 15% to $39.6 million from $34.4 million in the prior year's quarter. The improved operating profit resulted from the increased sales and the leveraging of operating expenses over the larger sales base.

Sales in the United Kingdom were $71.6 million, an increase of $56.2 million from the prior year's third quarter and were primarily the result of the acquisition of Daniels. Operating profit in the United Kingdom was $5.1 million compared to a loss from operations of $2.1 million for the three months ended March 31, 2010.

Sales in our Other segment were $51.5 million, an increase of $9.1 million, or 21.5%, over the prior year's third quarter. Sales in Canada increased $8.0 million, primarily as a result of the acquisition of Europe's Best during the second quarter of fiscal 2012. Sales in Europe increased $1.1 million and include sales for the entire period from Danival and GG UniqueFiber, each of which were acquired in the third quarter of fiscal 2011. Operating income was $3.9 million, an increase of $1.2 million, or 44.6%, from the prior year period. The increase in operating income was attributable to the increase in sales and the resulting leverage of our selling, general and administrative expenses over the higher sales base.

Nine months ended March 31, 2012 Compared to March 31, 2011

(dollars in thousands)

Nine months ended March 31,		**2012**	**%**		**2011**	**%**
Net sales	$	1,041,022	100.0%	$	838,225	100.0%
Cost of sales		752,640	72.3%		600,167	71.6%
Gross profit		288,382	27.7%		238,058	28.4%
Selling, general and administrative expenses		182,765	17.6%		158,814	18.9%
Acquisition related expenses and restructuring charges		7,501	0.7%		169	—%
Operating income		98,116	9.4%		79,075	9.4%
Interest and other expenses, net		12,273	1.2%		8,835	1.1%
Income before income taxes and equity in earnings of equity-method investees		85,843	8.2%		70,240	8.4%
Provision for income taxes		31,063	3.0%		28,601	3.4%
Equity in net (income) loss of equity-method investees		(847)	(0.1)%		(495)	(0.1)%
Income from continuing operations		55,627	5.3%		42,134	5.0%
Income from discontinued operations, net of tax		208	—%		—	—%
Net income	$	55,835	5.4%	$	42,134	5.0%

Net sales for the nine months ended March 31, 2012 were $1.04 billion compared to $838.2 million for the nine months ended March 31, 2011, an increase of $202.8 million, or 24.2%. Sales in all four of our geographic areas increased. Sales in the United Kingdom include $100.3 million of sales recorded by Daniels since the date of acquisition during the second quarter of fiscal 2012 as well as sales of Europe's Best in Canada, also acquired during the second quarter of fiscal 2012.

Gross profit for the nine months ended March 31, 2012 was $288.4 million, an increase of $50.3 million from gross profit of $238.1 million reported in last year's first nine months. Gross profit as a percentage of net sales was 27.7% for the nine months ended March 31, 2012 compared to 28.4% of net sales for the March 31, 2011 comparable period. The change in gross profit percentage resulted from the mix of product sales, including the margin impact related to the inclusion of Daniels which operates at lower relative margins. In addition, we experienced generally higher input costs, offset partially by productivity savings and price increases.

Selling, general and administrative expenses were $182.8 million for the nine months ended March 31, 2012, an increase of $24.0 million, or 15.1%, compared to $158.8 million in the nine months ended March 31, 2011. Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including higher amortization expense related to identified intangible assets, partially offset by savings resulting from the integration of the Sensible Portions brand operations. Selling, general and administrative expenses as a percentage of net sales decreased to 17.6% in the first nine months of fiscal 2012, primarily related to the inclusion of Daniels which operates with lower relative expenses, compared to 18.9% in the first nine months of last year.

In the nine months ended March 31, 2012 we recorded acquisition and integration related expenses of $7.5 million, which were primarily incurred in connection with the acquisition of Daniels and additional contingent consideration on a prior acquisition. In the nine months ended March 31, 2011, we incurred acquisition and integration related expenses of $3.0 million primarily related to the acquisitions of The Greek Gods yogurt brand, Danival, and GG UniqueFiber, and restructuring expenses of $0.8 million, primarily related to the closing of a small non-dairy beverage production facility in the United Kingdom. These expenses were offset by $3.6 million of expense reduction resulting from an adjustment in the carrying value of the contingent consideration related to the Sensible Portions acquisition.

Operating income was $98.1 million for the nine months ended March 31, 2012 compared to $79.1 million in the prior year. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 9.4% in both the March 31, 2012 and March 31, 2011 periods.

Interest and other expenses, net were $12.3 million for the nine months ended March 31, 2012 compared to $8.8 million for the nine months ended March 31, 2011. Net interest expense totaled $11.0 million in this year's first nine months, which includes interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit agreement and certain other interest charges, offset partially by interest income earned on cash equivalents. Net interest expense in last year's first nine months was approximately $10.2 million. The increase in interest expense primarily resulted from higher average borrowings under our revolving credit facility, the proceeds of which were used to purchase Daniels during the period, offset

partially by a lower interest accretion on contingent consideration due to payments that were made during the first and second quarters of fiscal 2012.

Income from continuing operations before income taxes and equity in the after tax earnings of our equity-method investees for the nine months ended March 31, 2012 amounted to $85.8 million compared to $70.2 million in the comparable period of the prior year.

Our effective income tax rate from continuing operations was 36.2% of pre-tax income for the nine months ended March 31, 2012 compared to 40.7% for the nine months ended March 31, 2011. The effective tax rate for the first nine months of fiscal 2012 was lower than the comparable period of the prior year primarily as a result of reduced losses incurred in the United Kingdom and the acquisition of Daniels on October 25, 2011 and the increased income in its lower tax rate jurisdiction. Prior to the acquisition of Daniels, no tax benefits were recognized for losses incurred in the United Kingdom. The Company will continue to maintain a valuation allowance on its net deferred tax assets related to those carryforward losses until an appropriate level of profitability is attained such that the losses may be utilized. If the Company is able to realize any of these deferred tax assets in the future, the provision for income taxes will be reduced by a release of the corresponding valuation allowance. In addition, in the third quarter of fiscal 2012, the Company recorded a discrete adjustment to recognize a decrease of $0.8 million in its liability for uncertain tax positions as the result of an expiration of the statute of limitations. The Company's tax rate for the nine months ended March 31, 2012 was unfavorably impacted by $1.2 million related to nondeductible transaction costs incurred in connection with the acquisition of Daniels. The effective rate differs from the federal statutory rate primarily due to the items noted previously as well as the effect of state and local income taxes. Our effective tax rate may change from quarter to quarter based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

Our equity in the net income from our joint venture investments for the nine months ended March 31, 2012 was $0.8 million compared to $0.5 million for the nine months ended March 31, 2011. Our equity in the earnings of HPP increased to $2.0 million for the nine months ended March 31, 2012 from $0.7 million in the comparable period of the prior year, which was partially offset by losses incurred by HHO as it continues to develop the Asian markets for our products.

Income from continuing operations for the nine months ended March 31, 2012 was $55.6 million compared to $42.1 million for the nine months ended March 31, 2011. The increase of $13.5 million in earnings was attributable to the factors noted above.

Income from discontinued operations for the nine months ended March 31, 2012 was $0.2 million. Net sales and operating income reported within discontinued operations was $37.2 million and $0.4 million for the nine months ended March 31, 2012, respectively. There were no amounts reported in discontinued operations for the nine months ended March 31, 2011 as the business being held for sale was acquired in October 2011.

SEGMENT RESULTS

The following table provides a summary of segment net sales and operating profit performance for the nine months ended March 31, 2012 versus March 31, 2011:

(dollars in thousands)	**United States**	**United Kingdom**	**Other**	**Corporate and other [1]**	**Consolidated**
Net Sales - Nine months ended 3/31/12	$ 749,075	$ 149,210	$ 142,737	$ —	$ 1,041,022
Net Sales - Nine months ended 3/31/11	$ 679,718	$ 45,330	$ 113,177	$ —	$ 838,225
% change	10.2%	229.2%	26.1%		24.2%
Operating income (loss) - Nine months ended 3/31/12	$ 113,071	$ 5,339	$ 8,681	$ (28,975)	$ 98,116
Operating income (loss) - Nine months ended 3/31/11	$ 98,042	$ (7,025)	$ 6,233	$ (18,175)	$ 79,075
% change	15.3%	176.0%	39.3%		24.1%
Operating income (loss) margin - Nine months ended 3/31/12	15.1%	3.6%	6.1%		9.4%
Operating income (loss) margin - Nine months ended 3/31/11	14.4%	(15.5)%	5.5%		9.4%

(1) Includes $7,501 and $963 of acquisition related expenses and restructuring charges for the nine months ended March 31, 2012 and 2011, respectively.

Sales in the United States increased $69.4 million, or 10.2%, for the nine months ended March 31, 2012 from the prior year period. The increase in sales resulted from expanded distribution with growth from many of our brands, including Earth's Best, Celestial Seasonings, Imagine, MaraNatha, Garden of Eatin', Sensible Portions, The Greek Gods, Alba Botanica, Avalon Organics, and JASON, as improved consumption trends continued. Operating profit in the United States increased $15.0 million as a result of the increased sales, improving to 15.1% of net sales. The improved operating profit margin resulted from the leveraging of selling, general and administrative expenses over the increased sales base.

Sales in the United Kingdom were $149.2 million, an increase of $103.9 million, which was primarily attributable to the acquisition of Daniels in the second quarter of fiscal 2012. Segment operating profit for the United Kingdom was $5.3 million, compared to an operating loss for the nine months ended March 31, 2011. The improvement was attributable to the acquisition of Daniels.

Sales in our Other segment were $142.7 million, an increase of $29.6 million, or 26.1%, over the comparable period of the prior year. Sales in Canada increased $16.9 million, primarily as a result of the acquisition of Europe's Best during the second quarter of fiscal 2012. Sales in Europe increased $12.7 million and include sales for the entire period from Danival and GG UniqueFiber, each of which were acquired in the third quarter of fiscal 2011. Operating income was $8.7 million, an increase of $2.5 million, or 39.3%, from the comparable period of the prior year. The increase in operating income was attributable to the increase in sales and the resulting leverage of our selling, general and administrative expenses over the higher sales base.

EXHIBIT 99.5

The Hain Celestial Group, Inc.
Historical Segment Information
(unaudited)

The following table sets forth information about each of the Company's reportable segments as recast to reflect the Company's new segment structure. Transactions between reportable segments were insignificant for all periods presented.

	Fiscal Years ended June 30,		
(amounts in thousands)	**2011**	**2010**	**2009**
Net sales:			
United States	$ 910,095	$ 722,211	$ 914,875
United Kingdom	60,996	58,634	91,140
Other	159,166	136,492	116,719
	$ 1,130,257	$ 917,337	$ 1,122,734
Operating income (loss):			
United States	$ 130,156	$ 98,672	$ 87,392
United Kingdom	(8,540)	(10,452)	(5,743)
Other	9,787	8,653	7,531
Total segment operating income	131,403	96,873	89,180
Corporate and other [1]	(24,666)	(25,727)	(97,856)
	$ 106,737	$ 71,146	$ (8,676)

(1) Includes $997, $7,694, and $22,542 of acquisition related expenses and restructuring charges for the fiscal years ended June 30, 2011, 2010, and 2009, respectively and $52,630 of impairment of goodwill and other intangibles for the fiscal year ended June 30, 2009.

EXHIBIT 99.6

Management's Discussion and Analysis of Results of Operations

This Results of Operations section of Management's Discussion and Analysis is being provided in connection with the supplemental information provided in this Form 8-K and reflects the recast segment information for the fiscal years ended June 30, 2011, 2010 and 2009.

Fiscal 2011 Compared to Fiscal 2010

(dollars in thousands)

Fiscal Year ended June 30,		**2011**	**%**		**2010**	**%**
Net sales	$	1,130,257	100.0%	$	917,337	100.0%
Cost of sales		810,773	71.7%		666,152	72.6%
Gross profit		319,484	28.3%		251,185	27.4%
Selling, general and administrative expenses		212,544	18.8%		172,746	18.8%
Acquisition related expenses and restructuring charges		203	—%		7,293	0.8%
Operating income		106,737	9.4%		71,146	7.8%
Interest and other expenses, net		12,299	1.1%		11,793	1.3%
Income before income taxes and equity in earnings of equity-method investees		94,438	8.4%		59,353	6.5%
Provision for income taxes		37,308	3.3%		28,995	3.2%
Equity in net loss of equity-method investees		2,148	0.2%		1,739	0.2%
Net income	$	54,982	4.9%	$	28,619	3.1%

NET SALES

Net sales for the year ended June 30, 2011 were $1.13 billion, an increase of $212.9 million from net sales of $917.3 million for the year ended June 30, 2010.

The sales increase resulted from an increase in sales of $187.9 million in the United States from improved consumption as well as sales from the acquisition of The Greek Gods and a full year of sales of Sensible Portions, acquired in the fourth quarter of fiscal 2010. Our international sales increased $25.0 million, including sales in Europe from Danival and GGUniqueFiber, acquired in the third quarter of fiscal 2011.

GROSS PROFIT

Gross profit for the year ended June 30, 2011 was $319.5 million, an increase of $68.3 million, or 27.2%, from last year's gross profit of $251.2 million. Gross profit in fiscal 2011 was 28.3% of net sales compared to 27.4% of net sales for fiscal 2010.

The improved gross profit percentage resulted from the mix of product sales, including the sales from The Greek Gods and Sensible Portions acquisitions, which have relatively higher gross profit margins, and productivity improvements and cost savings which partially offset input cost increases. Our gross profit in fiscal 2010 was impacted by a decrease in the gross profit at our United Kingdom food-to-go operations, which resulted from the phasing out of production of sandwiches supplied to Marks and Spencer.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses were $212.5 million, an increase of $39.8 million, or 23.0%, in 2011 from $172.7 million in fiscal 2010. Selling, general and administrative expenses as a percentage of net sales was 18.8% in fiscal 2011 and fiscal 2010.

Selling, general and administrative expenses have increased primarily as a result of the costs brought on by the businesses we acquired, including $3.5 million of increased amortization expense related to identified intangibles. Selling, general and

administrative expenses also included $8.9 million of increased costs related to the Company's long-term incentive plans. Selling, general and administrative expenses included approximately $1.7 million of expenses related to litigation in the year ended June 30, 2010.

ACQUISITION RELATED EXPENSES AND RESTRUCTURING CHARGES

We incurred acquisition and integration related expenses aggregating $3.5 million in the year ended June 30, 2011 related to the acquisitions of The Greek Gods yogurt brand, Danival SAS and GG UniqueFiber SA and other acquisition and integration activities, which was offset by $4.2 million of net expense reduction related to adjustments in the carrying values of contingent consideration. We also incurred approximately $0.8 million of restructuring expenses, primarily related to the closing of a small non-dairy beverage production facility in the United Kingdom.

In the year ended June 30, 2010, we incurred approximately $3.6 million of acquisition related expenses, including approximately $0.6 million of employee termination and exit costs. We also incurred approximately $3.7 million of restructuring expenses during the year ended June 30, 2010 related to the consolidation of our Daily Bread production activities into our Luton, United Kingdom facility.

OPERATING INCOME

Operating income was $106.7 million for the year ended June 30, 2011 compared to $71.1 million in the prior year. The increase in operating income resulted primarily from the increased sales and gross profit. Operating income as a percentage of net sales was 9.4% in fiscal 2011 compared with 7.8% for the year ended June 30, 2010.

INTEREST AND OTHER EXPENSES, NET

Interest and other expenses, net were $12.3 million for the year ended June 30, 2011 compared to $11.8 million for fiscal 2010.

Interest expense totaled $13.0 million for the year ended June 30, 2011, which was primarily related to interest on the $150 million of 5.98% senior notes outstanding, interest related to borrowings under our revolving credit facility and interest accretion on contingent consideration. Interest expense for fiscal 2010 was $10.1 million. The increase in interest expense resulted from a combination of higher borrowings under our revolving credit facility used to fund our recent acquisitions and the interest accretion on contingent consideration of $1.7 million. Other expenses includes approximately $2.1 million of exchange gains for the year ended June 30, 2011 compared to $0.7 million of exchange losses in the prior year. Also included in other expenses for the year ended June 30, 2010 is a $1.2 million non-cash impairment charge for an other-than-temporary decline in the fair value of our investment in the shares of Yeo Hiap Seng Limited, a Singapore-based natural food and beverage company whose shares are listed on the Singapore Stock Exchange.

INCOME BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF EQUITY-METHOD INVESTEES

Income before income taxes and equity in the after tax earnings of our equity-method investees for the year ended June 30, 2011 was $94.4 million compared to $59.4 million in the prior year. The increase was due to the items discussed above.

INCOME TAXES

The provision for income taxes includes federal, foreign, state and local income taxes. Our income tax expense was $37.3 million in fiscal 2011 compared to $29.0 million in fiscal 2010.

Our effective income tax rates for the years ended June 30, 2011 and 2010 were 39.5% and 48.9%, respectively. The effective tax rate in both years was affected by losses incurred in the United Kingdom for which no deferred tax benefit is currently being recorded. Additionally, in fiscal 2010, the Company recorded valuation allowances of $3.2 million for deferred tax assets in the United Kingdom recorded prior to fiscal 2010. The impact of the United Kingdom losses and deferred tax valuation allowances on the effective tax rate in fiscal 2011 was to increase it 3.9 percentage points and in fiscal 2010 was to increase it 10.7 percentage points. Until an appropriate level of profitability is attained, we expect to continue to record and maintain a valuation allowance on our net deferred tax assets related to future United Kingdom tax benefits. If we are able to realize any of these deferred tax assets in the future, the provision for income taxes will be reduced by a release of the corresponding valuation allowance. The fiscal 2011 year effective tax rate was also favorably impacted by an increase in the benefit for the domestic production activities deduction of $1.4 million. The fiscal 2011 and 2010 effective income tax rates differed from the federal statutory rate primarily due to the items noted above as well as the effect of state income taxes and the mix of pretax earnings by jurisdiction. Our effective tax rate may change from period to period based on recurring and non-recurring factors

including the geographical mix of earnings, the ability to utilize carryforward losses against which we have recorded valuation allowances, enacted tax legislation, state and local income taxes and tax audit settlements.

EQUITY IN EARNINGS OF EQUITY-METHOD INVESTEES

Our share in the net earnings from our investments in Hain Pure Protein ("HPP") and Hutchison Hain Organic ("HHO") for year ended June 30, 2011 was a loss of $2.1 million for the year ended June 30, 2011 compared to a loss of $1.7 million for the year ended June 30, 2010. HPP's results for fiscal 2011 included approximately $7.9 million of net loss (of which $3.9 million is included in the Company's portion of HPP's earnings) related to the impairment of long lived assets previously used in HPP's divested Kosher Valley operation. HPP's results for fiscal 2010 included approximately $4.6 million of net loss related to its Kosher Valley brand. HPP's profitable antibiotic-free chicken and turkey results were more than offset by the losses incurred in the start-up of the Kosher Valley brand. In the fourth quarter of fiscal 2010, HPP divested its Kosher Valley brand in a transaction with Empire Kosher Poultry, Inc. (“Empire”), wherein the Kosher Valley brand and customer relationships were exchanged for an equity interest in Empire.

NET INCOME

Net income for the year ended June 30, 2011 was $55.0 million compared to $28.6 million for the year ended June 30, 2010. The increase of $26.4 million in earnings was attributable to the factors noted above.

SEGMENT RESULTS

The following table provides a summary of reportable segment net sales and operating profit performance for fiscal 2011 versus fiscal 2010:

(dollars in thousands)	**United States**	**United Kingdom**	**Other**	**Corporate and other [1]**	**Consolidated**
Fiscal 2011 net sales	$ 910,095	$ 60,996	$ 159,166	$ —	$ 1,130,257
Fiscal 2010 net sales	$ 722,211	$ 58,634	$ 136,492	$ —	$ 917,337
% change - Fiscal 2011 vs. 2010	26.0%	4.0%	16.6%		23.2%
Fiscal 2011 operating income(loss)	$ 130,156	$ (8,540)	$ 9,787	$ (24,666)	$ 106,737
Fiscal 2010 operating income(loss)	$ 98,672	$ (10,452)	$ 8,653	$ (25,727)	$ 71,146
% change - Fiscal 2011 vs. 2010	31.9%	18.3%	13.1%		50.0%
Fiscal 2011 operating income (loss) margin	14.3%	(14.0)%	6.1%		9.4%
Fiscal 2010 operating income (loss) margin	13.7%	(17.8)%	6.3%		7.8%

(1) Includes $997 and $7,694 of acquisition related expenses and restructuring charges for the fiscal years ended June 30, 2011 and 2010, respectively.

Our net sales in the United States for the fiscal year ended June 30, 2011 were $910.1 million, an increase of $187.9 million from the prior year's net sales of $722.2 million. The sales increase was directly related to improved consumption and was led by our Earth's Best brand, renewed growth in our Avalon, Alba Botanica, and JASON brands, as well as sales from the acquisition of The Greek Gods and a full year of sales of Sensible Portions, acquired in the fourth quarter of fiscal 2010. United States operating profit increased 31.9% to $130.2 million. United States operating margin improved to 14.3% of net sales in fiscal 2011 from 13.7% in the previous year. The improvement resulted from the profit contribution of the aforementioned acquired brands as well as an increase in gross profit, which resulted from the mix of product sales, including the sales from The Greek Gods and Sensible Portions acquisitions, which have relatively higher gross profit margins, and productivity improvements and cost savings which partially offset input cost increases.

Our net sales in the United Kingdom were $61.0 million in fiscal 2011, an increase of $2.4 million, or 4.0%, from net sales of $58.6 million in fiscal 2010. The sales increase in the United Kingdom resulted from increased sales of our Linda McCartney

meat-free frozen foods and our frozen desserts, which were partially offset by the loss of sales of fresh sandwiches to Marks and Spencer. Changes in foreign exchange rates had a minimal impact on net sales. United Kingdom operating loss decreased in fiscal 2011 as a result of improvement in gross profit and reduced operating expenses.

Net sales in our Other segment were $159.2 million in fiscal 2011, an increase of $22.7 million from net sales of $136.5 million in fiscal 2010. Sales in Europe increased $14.8 million, or 20.3%. Sales in Europe included sales from Danival and GGUniqueFiber, each acquired in the third quarter of fiscal 2011 and were unfavorably impacted by $1.3 million as a result of changes in foreign exchange rates. Sales in Canada increased $7.8 million, or 12.4 %, which includes a $4.1 million favorable impact as a result of changes in foreign exchange rates. Segment operating profit increased 13.1% to $9.8 million in fiscal 2011 as a result of the two acquisitions in Europe as well as the increased sales in Canada.

Fiscal 2010 Compared to Fiscal 2009

(dollars in thousands)

Fiscal Year ended June 30,		**2010**	**%**		**2009**	**%**
Net sales	$	917,337	100.0%	$	1,122,734	100.0%
Cost of sales		666,152	72.6%		876,344	78.1%
Gross profit		251,185	27.4%		246,390	21.9%
Selling, general and administrative expenses		172,746	18.8%		198,291	17.7%
Acquisition related expenses and restructuring charges		7,293	0.8%		4,145	0.4%
Impairment of goodwill and other intangibles		—	—%		52,630	4.7%
Operating income (loss)		71,146	7.8%		(8,676)	(0.8)%
Interest and other expenses, net		11,793	1.3%		15,145	1.3%
Income (loss) before income taxes and equity in earnings of equity-method investees		59,353	6.5%		(23,821)	(2.1)%
Provision for income taxes		28,995	3.2%		5,637	0.5%
Equity in net loss of equity-method investees		1,739	0.2%		—	—%
Net income (loss)		28,619	3.1%		(29,458)	(2.6)%
Loss attributable to noncontrolling interest		—	—%		(4,735)	(0.4)%
Net income (loss) attributable to The Hain Celestial Group, Inc.	$	28,619	3.1%	$	(24,723)	(2.2)%

On June 30, 2009, the minority owner in our HPP joint venture acquired a controlling interest in the joint venture through the purchase of newly issued shares of HPP. As a result, the Company's equity interest was reduced to 48.7% and effective June 30, 2009, the Company deconsolidated HPP. The Company's investment in HPP is accounted for under the equity method of accounting effective from June 30, 2009. The Company's consolidated statement of operations for the fiscal year ended June 30, 2009 includes the revenues and expenses of HPP.

NET SALES

Net sales for the year ended June 30, 2010 were $917.3 million, a decrease of $205.4 million, which decrease includes $165.7 million of HPP sales reported in the prior year, from net sales of $1.123 billion for the year ended June 30, 2009. The sales decrease also includes the impact of reduced sales in the United Kingdom of fresh sandwiches to Marks and Spencer of $32.4 million.

GROSS PROFIT

Gross profit for the year ended June 30, 2010 was $251.2 million, an increase of $4.8 million, or 1.9%, from the prior year's gross profit of $246.4 million. Gross profit in fiscal 2010 was 27.4% of net sales compared to 21.9% of net sales for fiscal 2009.

The increase in gross profit percentage was primarily attributable to lower input costs and productivity improvements in the United States and the deconsolidation of HPP, which impacted the prior year's gross profit percentage by approximately 410

basis points. Gross profit was also impacted by $8.6 million in fiscal 2009 for SKU rationalization, severance and other reorganization costs related to our United States operations. Our gross profit in fiscal 2010 was impacted by a decrease in the gross profit at our United Kingdom food-to-go operations, which resulted from the phasing out of production of sandwiches supplied to Marks and Spencer.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased by $25.5 million, or 12.9%, to $172.7 million in 2010 from $198.3 million in 2009. Selling, general and administrative expenses as a percentage of net sales was 18.8% in fiscal 2010 compared to 17.7% in fiscal 2009.

Selling, general and administrative expenses have decreased primarily as a result of the savings from the cost reduction initiatives we implemented in fiscal 2009 and $10.9 million of expense reported by HPP in the year ended June 30, 2009. HPP's lower selling, general and administrative expense ratio impacted the comparison to fiscal 2009 by 190 basis points. Selling, general and administrative expenses included approximately $1.7 million of expenses related to litigation in the year ended June 30, 2010. Selling, general and administrative expenses in fiscal 2009 included a $1.4 million charge to settle a personal injury litigation matter and $4.4 million of professional fees incurred in connection with the investigation of our stock option practices, which were partially offset by a $3.0 million insurance reimbursement.

ACQUISITION RELATED EXPENSES AND RESTRUCTURING CHARGES

We incurred approximately $3.6 million of acquisition related expenses in the year ended June 30, 2010, including approximately $0.6 million of employee termination and exit costs. As a result of adopting the provisions of a new accounting standard related to business combinations issued by the Financial Accounting Standards Board (FASB), for acquisitions completed after June 30, 2009, all transaction and other expenses related to acquisition activity are charged directly to the statement of operations, whereas previous to that date, these costs were recorded as a part of the purchase price.

We incurred approximately $3.7 million of restructuring expenses during the year ended June 30, 2010 related to the consolidation of our Daily Bread production activities into our Luton, United Kingdom facility. In fiscal 2009, we incurred approximately $4.1 million of severance and reorganization costs related to actions taken in several of our locations.

OPERATING INCOME (LOSS)

We had income from operations of $71.1 million for the year ended June 30, 2010 compared to a loss from operations of $8.7 million in fiscal 2009. The increase in operating income was primarily a result of the impairment charges for goodwill and other intangibles recorded in fiscal 2009 at HPP and in Europe.

INTEREST AND OTHER EXPENSES, NET

Interest and other expenses, net were $11.8 million for the year ended June 30, 2010 compared to $15.1 million for fiscal 2009.

Interest expense totaled $10.1 million for the year ended June 30, 2010, which was primarily related to interest on the $150 million of 5.98% senior notes outstanding and interest related to borrowings under our revolving credit facility. Interest expense for fiscal 2009 was $14.3 million. The decrease in interest expense resulted from a combination of lower borrowings under our revolving credit facility and lower average interest rates. Included in other expenses for the year ended June 30, 2010 is a $1.2 million non-cash impairment charge for an other-than-temporary decline in the fair value of our investment in the shares of Yeo Hiap Seng Limited, a Singapore-based natural food and beverage company listed on the Singapore Stock Exchange.

INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF EQUITY-METHOD INVESTEES

Income before income taxes and equity in the after tax earnings of our equity-method investees for the year ended June 30, 2010 was $59.4 million compared to a loss of $23.8 million in the prior year. The improvement is primarily attributable to the impairment charges for goodwill and other intangible assets at HPP and in Europe in the prior year.

INCOME TAXES

The provision for income taxes includes federal, foreign, state and local income taxes. Our income tax expense was $29.0 million in fiscal 2010 compared to $5.6 million in fiscal 2009.

Our effective income tax rate was 48.9% of pre-tax income for fiscal 2010. The effective tax rate for fiscal 2010 was impacted by approximately $6.4 million of valuation allowances recorded related to carryforward losses and deferred tax assets in the Company's United Kingdom operations. The Company's United Kingdom operations have incurred losses in recent years, having been affected by restructuring and other charges, such as the costs incurred in connection with the recent consolidation of its food-to-go production facilities, the phase out of sales to Marks and Spencer, as well as the economy in the United Kingdom. These losses represented sufficient evidence for management to determine that a full valuation allowance for these deferred tax assets was appropriate in accordance with accounting standards. The valuation allowances recorded included approximately $3.2 million of deferred tax assets recorded in prior years. The impact of the United Kingdom losses on the effective tax rate in fiscal 2010 was to increase it 11.0 percentage points. In fiscal 2009, we had income tax expense of $5.6 million and a pre-tax loss of $23.8 million. The fiscal 2009 tax provision was impacted by impairment losses on intangible assets recognized, of which approximately $40.7 million was nondeductible for tax purposes and which were treated as discrete tax items. The fiscal 2010 and 2009 effective income tax rates differed from the federal statutory rate primarily due to the items noted above as well as the effect of state income taxes and the mix of pretax earnings by jurisdiction. Our effective tax rate may change from period to period based on recurring and non-recurring factors including the geographical mix of earnings, the ability to utilize carryforward losses against which we have recorded valuation allowances, enacted tax legislation, state and local income taxes and tax audit settlements.

EQUITY IN EARNINGS OF EQUITY-METHOD INVESTEES

Our share of the after-tax loss from our investment in HPP was $1.7 million for the year ended June 30, 2010. HPP's results for the year included approximately $4.6 million of net loss related to its Kosher Valley brand. HPP's profitable antibiotic-free chicken and turkey results were more than offset by the losses incurred in the start-up of the Kosher Valley brand. In the fourth quarter of fiscal 2010, HPP divested its Kosher Valley brand in a transaction with Empire, wherein the Kosher Valley brand and customer relationships were exchanged for an equity interest in Empire. HPP recorded a pre-tax gain of approximately $0.3 million on the exchange. Empire is one of the country's most established kosher poultry processors. In the year ended June 30, 2009, HPP's results were consolidated into the Company's results.

NET INCOME (LOSS)

Net income attributable to The Hain Celestial Group, Inc. for the year ended June 30, 2010 was $28.6 million compared to a net loss of $24.7 million for the year ended June 30, 2009. The increase of $53.3 million in earnings was attributable to the factors noted above.

SEGMENT RESULTS

The following table provides a summary of reportable segment net sales and operating profit performance for fiscal 2010 versus fiscal 2009:

(dollars in thousands)	**United States**	**United Kingdom**	**Other**	**Corporate and other [1]**	**Consolidated**
Fiscal 2010 net sales	$ 722,211	$ 58,634	$ 136,492	$ —	$ 917,337
Fiscal 2009 net sales	$ 914,875	$ 91,140	$ 116,719	$ —	$ 1,122,734
% change - Fiscal 2010 vs. 2009	(21.1)%	(35.7)%	16.9%		(18.3)%
Fiscal 2010 operating income(loss)	$ 98,672	$ (10,452)	$ 8,653	$ (25,727)	$ 71,146
Fiscal 2009 operating income(loss)	$ 87,392	$ (5,743)	$ 7,531	$ (97,856)	$ (8,676)
% change - Fiscal 2010 vs. 2009	12.9%	(82.0)%	14.9%		920.0%
Fiscal 2010 operating income (loss) margin	13.7%	(17.8)%	6.3%		7.8%
Fiscal 2009 operating income (loss) margin	9.6%	(6.3)%	6.5%		(0.8)%

(1) Includes $7,694 and $22,542 of acquisition related expenses and restructuring charges for the fiscal years ended June 30, 2010 and 2009, respectively, and $52,630 of impairment of goodwill and other intangibles for the fiscal year ended June 30,

2009.

Our net sales in the United States were $722.2 million for the year ended June 30, 2010, a decrease of $192.7 million from the prior year's net sales of $914.9 million, which includes HPP's sales of $165.7 million. The balance of the decrease resulted from a number of factors, including increased promotional spending (which is recorded as a reduction of sales), which is targeted at increasing consumption, distributor and retailer destocking, the SKU rationalization implemented in the fourth quarter of fiscal 2009 and decreased sales of our personal care products. These decreases were partially offset by sales increases in other channels and the commencement of sales to our Hong Kong joint venture which we expect will expand the distribution of our global brands in Asia; however, there can be no assurances that we will realize such benefits from the joint venture. Segment operating profit in fiscal 2010 increased to $98.7 million, or 13.7% of net sales from $87.4 million, or 9.6% of net sales. The improvement resulted primarily from the deconsolidation of HPP, which had an operating loss for the year ended June 30, 2009.

Our United Kingdom sales were $58.6 million in fiscal 2010, a decrease of $32.5 million from fiscal 2009. The decrease resulted primarily from the phasing out of the supply of fresh sandwiches to Marks and Spencer. Changes in foreign exchange rates unfavorably impacted United Kingdom sales by approximately $1.6 million. The United Kingdom operating loss was $10.5 million, an increase from the operating loss of $5.7 million in fiscal 2009, which resulted primarily from the loss of the Marks and Spencer sales.

Net sales in our Other segment increased to $136.5 million from $116.7 million as sales in both Canada and continental Europe increased over the prior year. The increase in sales includes $7.4 million of favorable impact due to changes in foreign exchange rates. Operating profit for our Other segment increased to $8.7 million from $7.5 million as a result of the increase in net sales.