

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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 Number)

50 Charles Lindbergh Boulevard Uniondale, New York 11553
 (Address of principal executive offices) (Zip Code)

THE HAIN FOOD GROUP, INC.
 1994 Long Term Incentive and Stock Award Plan
 1996 Directors Stock Option Plan
 (Full titles of the plans)

Irwin D. Simon
 President and Chief Executive Officer
 The Hain Food Group, Inc.

50 Charles Lindbergh Boulevard
 Uniondale, New York 11553

(Name and address of agent for service)
 (516) 237-6200

(Telephone number, including area code, of agent for service)

copy to:

Roger Meltzer, Esq.
 Cahill Gordon & Reindel
 80 Pine Street
 New York, New York 10005
 (212) 701-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee(1)
Common Stock, par value \$0.01 per share	1,745,000 shares	\$16.7597	\$29,245,564	\$8,130.27

(1) Computed in accordance with Rule 457(h) and 457(c) under the Securities Act of 1933, as amended. Such computation is based on (i) the weighted average exercise price of \$13.2971 per share covering 830,800 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") issuable upon the exercise of outstanding options and (ii) the estimated exercise price of \$19.9063 per share covering 914,200 shares of Common Stock issuable upon the exercise of authorized and available options and computed in accordance with Rule 457 by averaging the high and low sales prices of the Company's Common Stock reported on the Nasdaq National Market for December 10, 1998. Item 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. DOCUMENTS INCORPORATED BY REFERENCE.

The following documents have been filed by The Hain Food Group, Inc. ("Hain" or the "Registrant") with the Securities and Exchange Commission (the "Commission") and are hereby incorporated by reference in this Registration Statement:

- (1) The description of Hain's Common Stock contained in Hain's Registration Statement on Form 8-A/A dated November 12, 1993 and any amendment or report filed for the purpose of updating such description;
- (2) Hain's annual report on Form 10-K filed with Commission for the fiscal year ended June 30, 1998;
- (3) Hain's quarterly report on Form 10-Q filed with the Commission for the three-month period ended September 30, 1998;

- (4) Hain's current reports on Form 8-K dated July 14, 1998 and Form 8-K/A dated July 23, 1998;
- (5) Westbrae Natural, Inc.'s annual report on Form 10-K filed with Commission (under Westbrae's prior name of Vestro Natural Foods, Inc.) for the fiscal year ended December 31, 1996 (the "Vestro 10-K"); and
- (6) Westbrae Natural Inc.'s quarterly reports on Form 10-Q filed with the Commission for the three-month periods ended March 31, 1997 and June 30, 1997.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Certain legal matters with respect to the issuance of the securities offered hereby will be passed upon for the Registrant by Cahill Gordon & Reindel (a partnership including a professional corporation), 80 Pine Street, New York, New York 10005.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article Tenth of the certificate of incorporation of the Registrant eliminates the personal liability of directors or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such elimination of the personal liability of a director of the Registrant does not apply to (a) any breach of the director's duty of loyalty to the Registrant or its stockholders, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) actions prohibited under Section 174 of the Delaware General Corporation Law (the "DGCL") (i.e., liabilities imposed upon directors who vote for or assent to the unlawful payment of dividends, unlawful repurchase or redemption of stock, unlawful distribution of assets of the Registrant to the stockholders without the prior payment or discharge of the Registrant's debts or obligations, or unlawful making or guaranteeing of loans to directors), or (d) any transaction from which the director derived an improper personal benefit.

Section 145 of the DGCL provides, in summary, that directors and officers of Delaware corporations such as the Registrant are entitled, under certain circumstances, to be indemnified against all expenses and liabilities (including attorneys' fees) incurred by them as a result of suits brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful; provided, that no indemnification may be made against expenses in respect of any claim, issue or matter as to which they shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper. Any such indemnification may be made by the corporation only as authorized in each specific case upon a determination by stockholders or disinterested directors that indemnification is proper because the indemnitee has met the applicable standard of conduct. In addition, Article Eleventh of the Registrant's certificate of incorporation and Article VI of the Registrant's by-laws provide for the Registrant to indemnify its corporate personnel, directors and officers to the full extent permitted by Section 145 of the DGCL, as the same may be supplemented or amended from time to time.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
4.1	The Hain Food Group, Inc. 1993 Executive Stock Option Plan (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form SB-2, File No. 33-68026 (the "IPO Registration Statement")).
4.2	The Hain Food Group, Inc. 1994 Long Term Incentive and Stock Award Plan (incorporated by reference to Exhibit 4.3 to the IPO Registration Statement).
4.3	The Hain Food Group, Inc. 1996 Directors Stock Option Plan (incorporated by reference to Appendix A to the Company's Notice of Annual Meeting of Stockholders and Proxy Statement dated November 4, 1996 (the "1996 Proxy")).
5	Opinion of Cahill Gordon & Reindel regarding the legality of the securities being registered
16.1	Letter from McGinty & Associates regarding change in certifying accountants. (Incorporated by reference to Exhibit 16.1 of the Registrant's Registration Statement on Form S-4/S-3, File No. 333-56319)
16.2	Letter from Katz & Bloom, LLC regarding change in certifying accountants. (Incorporated by reference to Exhibit 16.2 of the Registrant's Registration Statement on Form S-4/S-3, File No. 333-56319)
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of PricewaterhouseCoopers LLP, Independent Auditors
23.3	Consent of McGladrey & Pullen, LLP, Independent Auditors
23.4	Consent of McGinty & Associates, Independent Auditors
23.5	Consent of Katz & Bloom, LLC, Independent Auditors
23.6	Consent of Cahill Gordon & Reindel (included in Exhibit 5)

24 Powers of Attorney authorizing execution of
Registration Statement of Form S-8 on behalf of certain
directors of Registrant (included on signature pages to
the Registration Statement)

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ITEM 9. UNDERTAKINGS.

The undersigned hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any Prospectus required by Section 10 (a) (3) of the Securities Act;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(b) The undersigned registrant hereby undertakes that for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Sec-

tion 13 (a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the State of New York, on this 14th day of December 1998.

THE HAIN FOOD GROUP, INC.

By: /s/Irwin D. Simon

Name: Irwin D. Simon
Title: President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Irwin D. Simon, the President and Chief Executive Officer of the Registrant, and Gary M. Jacobs, the Chief Financial Officer, Treasurer and Assistant Secretary of the Registrant, or either of them, acting alone, as his true and lawful attorney-in-fact, with full power and authority to execute in the name, place and stead of each such person in any and all capacities and to file, an amendment or amendments to the Registration Statement (and all exhibits thereto) and any documents relating thereto, which amendments may make such changes in the Registration Statement as said officer or officers so acting deem(s) advisable. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

/s/Andrew R. Heyer ----- Andrew R. Heyer	Chairman of the Board of Directors	December 14, 1998
/s/Irwin D. Simon ----- Irwin D. Simon	President, Chief Executive Officer and Director	December 14, 1998
/s/Gary M. Jacobs ----- Gary M. Jacobs	Senior Vice President - Finance, Treasurer, Assistant Secretary and Chief Financial Officer	December 14, 1998
/s/Beth L. Bronner ----- Beth L. Bronner	Director	December 14, 1998
/s/William J. Fox ----- William J. Fox	Director	December 14, 1998
/s/Jack Futterman ----- Jack Futterman	Director	December 14, 1998
/s/James S. Gold ----- James S. Gold	Director	December 14, 1998
/s/Kenneth J. Daley ----- Kenneth J. Daley	Director	December 14, 1998

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24	Powers of Attorney (included on signature pages of this Registration Statement)

Cahill Gordon & Reindel
80 Pine Street
New York, New York 10005

December 14, 1998

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: The Hain Food Group, Inc.
Registration Statement on Form S-8
(File No. 333-38915)

Ladies and Gentlemen:

We have acted as special counsel to The Hain Food Group, Inc. (the "Company") in connection with the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended. The Registration Statement covers (i) 1,545,000 shares of the common stock of the Company, \$.01 par value (the "Common Stock"), offered under The Hain Food Group, Inc. 1994 Long Term Incentive and Stock Award Plan (the "1994 Plan") and (ii) 200,000 shares of Common Stock offering under The Hain Food Group, Inc. 1996 Directors Stock Option Plan (the "Directors Plan").

In rendering the opinions set forth herein, we have examined originals, photocopies or conformed copies certified to our satisfaction of all such corporate records, agreements, instruments and documents of the Company, certificates of public officials and other certificates and opinions, and we have made such other investigations, as we have deemed necessary in connection with the opinions set forth herein. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as photocopies or conformed copies.

Based on the foregoing, we advise you that in our opinion, the shares of Common Stock of the Company offered upon the exercise of options under the 1994 Plan and the Directors Plan will be legally issued, fully paid and nonassessable.

We are members of the bar of the State of New York, and in rendering this opinion we express no opinion as to the laws of any jurisdiction other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America.

We hereby consent to the filing of a copy of this opinion with the Commission as an exhibit to the Registration Statement referred to above.

Very truly yours,

/s/ Cahill Gordon & Reindel

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-38915) for the registration of 1,745,000 shares of common stock pertaining to the 1994 Long Term Incentive and Stock Award Plan and the 1996 Directors Stock Option Plan of The Hain Food Group, Inc. and to the incorporation by reference therein of our report dated September 10, 1998, with respect to the consolidated financial statements and schedule of The Hain Food Group, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 1998, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Melville, New York
December 11, 1998

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of The Hain Food Group, Inc. of our report dated March 25, 1997 appearing on page F-1 of the Westbrae Natural, Inc. (formerly Vestro Natural Foods, Inc.) Annual Report on Form 10-K for the year ended December 31, 1996.

/s/ PRICEWATERHOUSECOOPERS LLP

Costa Mesa, California
December 11, 1998

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation of our reports, relating to the consolidated financial statements of AMI Operating, Inc. and subsidiaries dated May 27, 1998 and the financial statements of Dana Alexander, Inc., dated May 22, 1998 and the financial statements of Garden of Eatin', Inc., dated May 8, 1998, included in the Form 8-K/A dated July 23, 1998 and incorporated by reference in the previously filed Registration Statement of The Hain Food Group, Inc. on Form S-4/S-3 (No. 333-57343) and incorporated by reference in the Registration Statement of The Hain Food Group, Inc. on Form S-8 filed on or about December 14, 1998.

/s/ MCGLADREY & PULLEN, LLP

Anaheim, California
December 11, 1998

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation of our report, relating to the consolidated financial statements of Arrowhead Mills, Inc., dated October 4, 1996, except for Note 10, as to which the date is June 1, 1998, for the years ended July 31, 1996 and 1995 included in the Form 8-K/A dated July 23, 1998 and incorporated by reference in the previously filed Registration Statement of The Hain Food Group, Inc. on Form S-4/S-3 (No. 333-57343) and incorporated by reference in the Registration Statement of The Hain Food Group, Inc. on Form S-8 filed on or about December 14, 1998.

/s/ MCGINTY & ASSOCIATES

December 11, 1998

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation of our report, relating to the financial statements of Dana Alexander, Inc. dated March 19, 1997 except for Note L, as to which date is June 2, 1997, for the years ended December 31, 1996 and 1995 included in the Form 8-K/A dated July 23, 1998 and incorporated by reference in the previously filed Registration Statement of The Hain Food Group, Inc. on Form S-4/S-3 (No. 333-57343) and incorporated by reference in the Registration Statement of The Hain Food Group, Inc. on Form S-8 filed on or about December 14, 1998.

/s/ KATZ & BLOOM, LLC

December 11, 1998