

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)
June 17, 2003

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, New York

11747

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (631) 730-2200

Item 2. Acquisition or Disposition of Assets.

On June 17, 2003, The Hain Celestial Group, Inc., a Delaware corporation ("Hain" or the "Registrant"), acquired the stock of Acirca, Inc., a Delaware corporation ("Acirca"), through a merger (the "Merger") of Citrus Acquisition Corp., a Delaware corporation and a newly formed wholly owned subsidiary of Hain ("Citrus Acquisition Corp.") with and into Acirca, under the terms of an Agreement and Plan of Merger, dated June 17, 2003 among Hain, Acirca and Citrus Acquisition Corp.

Aggregate consideration paid by Hain was approximately \$13.5 million, comprised of a combination of cash, 134,797 shares of Hain common stock and the repayment of certain of Acirca's liabilities. Stockholders of Acirca prior to the Merger retained Acirca's Organic Ingredients business.

Hain funded the cash portion of the Merger consideration through borrowings under its existing credit facility.

Hain's press release issued upon consummation of the Merger is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of business acquired.

The financial statements required by this Item will be filed by Hain by amendment to this Current Report on Form 8-K no later than August 29, 2003.

(b) Pro forma financial information.

The pro forma financial information required by this Item will be filed by Hain by amendment to this Current Report on Form 8-K no later than August 29, 2003.

(c) Exhibits.

(99.1) Press release of Hain dated June 17, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE HAIN CELESTIAL GROUP, INC.

Dated: July 1, 2003

By: /s/ Ira J. Lamel

Ira J. Lamel
Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

Number -----	Description -----
(99.1)	Press release of Hain dated June 17, 2003.

Contact: Ira Lamel, CFO
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631-730-2200

Jeremy Fielding
Kekst and Company
212-521-4800

HAIN CELESTIAL ACQUIRES WALNUT ACRES BRAND
AND PARENT COMPANY ACIRCA INC.

Hain Celestial Expands into High Growth Organic Juice Category
With Well-Established Walnut Acres Brand

MELVILLE, NY, June 17, 2003 - The Hain Celestial Group (NASDAQ:HAIN), the leading natural and organic food company, today announced that it has acquired privately-held Acirca, Inc., the owner of the Walnut Acres brand of organic fruit juices, soups, pasta sauces and salsas. The transaction is expected to be neutral to Hain Celestial's earnings in the 2004 fiscal year and accretive by \$0.02-0.04 per share in the 2005 fiscal year.

Since June 2000, the financial and investment group Acirca, Inc. has expanded Walnut Acres, its premier certified organic food and beverage brand by integrating a series of organic brands including Mountain Sun, ShariAnn's, Millina's Finest, and Frutti di Bosco into its Walnut Acres flagship. Beginning with the start of the Company's 2004 fiscal year on July 1, 2003, The Hain Celestial Group will expeditiously integrate these brands into its existing business units, similar to its Imagine acquisition, as Acirca does not own any manufacturing facilities.

Irwin D. Simon, Chairman, President and Chief Executive Officer of the Hain Celestial Group said, "We are excited to bring the well known Walnut Acres brand into our portfolio of natural and organic products. Founded in 1946, Walnut Acres is America's original organic food brand, and is respected throughout our industry as a gold standard for quality. As part of the Hain Celestial Group, we will enhance its reputation, while remaining true to its heritage - it will be one of our brands in which virtually every product carries the USDA Organic seal.

"This acquisition provides us with our first entry into the high growth juice category with Walnut Acres' excellent organic juices. With Hain Celestial's expertise and experience in different beverage formats, including refrigerated, aseptic and for kids, we will create multiple new opportunities for Walnut Acres juice. Additionally, through our distribution network and our industry knowledge, we will expand Walnut Acres juices into a variety of sales channels.

"Walnut Acres will also create marketing and sales synergies for other Hain Celestial brands. For example, Walnut Acres pasta sauces, coupled with Our DeBoles pasta, will

provide consumers with an all natural combination, and its outstanding salsas will be the perfect accompaniment to our Garden of Eatin' Tortilla Chips. And while we are already the leader in natural soups with Health Valley and Imagine Organic, Walnut Acres, with its excellent jarred soup products provides retailers and consumers with a full line of soups from Hain Celestial, packaged in any way consumers prefer, whether it be jars, cans, shelf stable aseptic, or in dry cups," concluded Mr. Simon.

Terms of the acquisition were not disclosed. The Walnut Acres brands are expected to add approximately \$20 million in sales to Hain Celestial.

About The Hain Celestial Group

The Hain Celestial Group, headquartered in Melville, NY, is a natural, specialty and snack food company. The Company is a leader in 13 of the top 15 natural food categories, with such well-known natural food brands as Celestial Seasonings (R) teas, Walnut Acres(R), Hain Pure Foods(R), Westbrae(R), Westsoy(R), Rice Dream(R), Soy Dream(R), Imagine(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin'(R), Terra Chips(R), Yves Veggie Cuisine(R), The Good Dog (R), The Good Slice(R), DeBoles(R), Lima(R), Biomarche(R), Grains Noirs(R), Earth's Best(R), and Nile Spice. The Company's

principal specialty product lines include Hollywood(R) cooking oils, Estee(R) sugar-free products, Kineret(R) kosher foods, Boston Better Snacks(R), and Alba Foods(R). The Hain Celestial Group's website can be found at www.hain-celestial.com.

Statements made in this Press Release that are estimates of past or future performance are based on a number of factors, some of which are outside of the Company's control. Statements made in this Press Release that state the intentions, beliefs expectations or predictions of The Hain Celestial Group and its management for the future are forward-looking statements. It is important to note that actual results could differ materially from those projected in such forward-looking statements. Information concerning factors that could cause actual results to differ materially from those in forward-looking statements is contained from time to time in filings of The Hain Celestial Group with the U.S. Securities and Exchange Commission. Copies of these filings may be obtained by contacting The Hain Celestial Group or the SEC.

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