
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2

To

SCHEDULE 14D-1

Tender Offer Statement Pursuant To Section
14(d)(1) of the Securities Exchange Act of 1934

and

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Westbrae Natural Inc.
(Name of Subject Company)

The Hain Food Group, Inc.
Hain Acquisition Corp.
(Bidders)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

957150-10-5
(CUSIP Number of Class of Securities)

Irwin D. Simon
President and Chief Executive Officer
The Hain Food Group, Inc.
50 Charles Lindbergh Boulevard
Uniondale, New York 11553
(516) 237-6200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Bidders)

Copy to:

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

CUSIP No. 957150-10-5

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1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons
The Hain Food Group, Inc. I.R.S. No. 223240619
-
2. Check the Appropriate Box if a Member of Group
(See Instructions) (a) []
(b) [X]
-
3. SEC Use Only
-
4. Sources of Funds (See Instructions)
BK, WC
-
5. Check if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(e) or 2(f) []
-
6. Citizenship or Place of Organization
Delaware
-
7. Aggregate Amount Beneficially Owned by Each
Reporting Person
5,731,904
-
8. Check if the Aggregate Amount in Row (7)
Excludes Certain Shares (See Instructions) []
-
9. Percent of Class Represented by Amount in Row (7)
96.3%
-
10. Type of Reporting Person (See Instructions)
CO

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(Page 2 of 7 Pages)

- 1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Hain Acquisition Corp.

I.R.S. No.
(pending)

- 2. Check the Appropriate Box if a Member of Group
(See Instructions)

(a) []
(b) [X]

- 3. SEC Use Only

- 4. Sources of Funds (See Instructions)
BK, WC

- 5. Check if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(e) or 2(f)

[]

- 6. Citizenship or Place of Organization
Delaware

- 7. Aggregate Amount Beneficially Owned by Each
Reporting Person

5,731,904

- 8. Check if the Aggregate Amount in Row (7)
Excludes Certain Shares (See Instructions)

[]

- 9. Percent of Class Represented by Amount in Row (7)
96.3%

- 10. Type of Reporting Person (See Instructions)

CO

Exhibit Index begins on Page 7
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The Hain Food Group, Inc., a Delaware Corporation (the "Parent"), and Hain Acquisition Corp., a Delaware Corporation (the "Purchaser") and a wholly owned subsidiary of Parent, hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 (as amended, the "Statement"), originally filed on September 12, 1997, with respect to their offer to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Common Stock"), of Westbrae Natural, Inc., a Delaware corporation (the "Company"), as set forth in this Amendment No. 2. Capitalized terms not defined herein shall have the meanings assigned thereto in the Statement. Immediately following the acceptance by the Purchaser of the shares of Common Stock tendered, the Purchaser merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a) and (b): The Offer expired at 3:00 p.m., New York City time, on Tuesday, October 14, 1997. Based on information provided by the depository, Continental Stock Transfer & Trust Company, there were validly tendered and not withdrawn approximately 5,731,904 shares of Common Stock, including notices of guaranteed delivery, or approximately 96.3% of the outstanding shares of Common Stock. The shares of Common Stock validly tendered and not withdrawn at such time were accepted for payment. On October 15, 1997, the Parent issued the press release attached hereto as Exhibit (a)(9).

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

(a)(9) Press Release issued by the Parent on October 15, 1997.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE HAIN FOOD GROUP, INC.

By:/s/ Irwin D. Simon

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

Dated: October 15, 1997

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HAIN ACQUISITION CORP.

By: /s/ Irwin D. Simon

Name: Irwin D. Simon

Title: President

Dated: October 15, 1997

EXHIBIT
NO.

DESCRIPTION

(a)(9)

-- Press release issued by
Parent on October 15, 1997

THE HAIN FOOD GROUP
50 CHARLES LINDBERGH BOULEVARD
UNIONDALE, NEW YORK 11553

For Further Information

Please Contact:

Jack Kaufman, Chief Financial
Officer
Hain Food Group
516/237-6200

Roger Spencer/Philip Thomas
The P.L. Thomas Group
312/906-8060

FOR IMMEDIATE RELEASE

THE HAIN FOOD GROUP, INC. COMPLETES
THE WESTBRAE NATURAL, INC. ACQUISITION

UNIONDALE, NY, October 15, 1997 -- The Hain Food Group, Inc. (Nasdaq: NOSH) announced today that it had successfully completed its \$3.625 per share cash tender offer to acquire all of the outstanding shares of Westbrae Natural, Inc. (Nasdaq: WNAT). At the expiration of the tender offer on October 14, 1997, 5,731,904 shares of Westbrae stock including notices of guaranteed delivery, were tendered and not withdrawn in the offer. Consequently, Hain owns over 96% of the total outstanding common stock of Westbrae. Accordingly, Hain will be able to acquire the remaining shares outstanding at \$3.625 per share by merging a wholly-owned subsidiary into Westbrae without a meeting or vote of Westbrae stockholders in a so-called "short-form" merger. Hain expects to complete the merger today.

Irwin D. Simon, president and chief executive officer of Hain said, "We are extremely pleased with the successful consummation of the acquisition which adds a very important natural and organic food company to our specialty food product lines and makes Hain the leading natural foods Company. Westbrae's brands include Westbrae Natural, Westsoy, Little Bear and Bearitos, encompassing approximately 300 food items such as non-dairy beverages, chips, snacks, beans and soups. Westbrae products are sold nationally and they have enjoyed strong growth in sales and operating results in recent years."

Mr. Simon added, "In view of Westbrae's recent operating results, and anticipated costs savings that may result from integration of the combined Hain and Westbrae natural food business, we expect the acquisition of Westbrae would be immedi-

-more-

ately accretive to Hain's earnings. In addition, Andrew Jacobson of Westbrae has joined the Hain organization as a senior executive and will have a major role in the management of Hain's entire natural food business."

Certain of the statements in this press release are forward-looking in nature and, accordingly, are subject to risks and uncertainties. The actual results may differ from those described or contemplated.

The Hain Food Group, headquartered in Uniondale, NY, is a specialty food company which has a product line comprised of the following key brands: Hain Pure Foods(R) (an all-natural food brand including rice cakes and other snack foods); Westbrae(R), Westsoy(R), Little Bear(R) and Bearitos(R) (natural non-dairy beverages, snacks, and other natural foods); Estee(R) (sugar-free and fructose-sweetened products); Hollywood(R) (safflower, canola, and peanut oils, mayonnaise and margarine); Kineret(R) (kosher foods); Featherweight(R) (low-sodium foods); Farm Foods(R) (frozen vegetarian products); Boston Popcorn(R) (snack foods); Weight Watchers(R) (dry and refrigerated weight control products); and Alba Foods(R) (dry milk mixes and shakes).

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