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)
September 19, 2000

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.)

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50 Charles Lindbergh Boulevard
Uniondale, New York 11553

(Address of principal executive offices) (Zip Code)

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

Item 5. Other Events

On September 19, 2000, The Hain Celestial Group, Inc. (the "Company") announced earnings for the fiscal quarter and fiscal year ended June 30, 2000. Reflecting the one-time impact of charges, costs, and other items stemming from its merger with Celestial Seasonings, Inc. totaling approximately $45.0 million, the Company announced a net loss of $17.1 million, or $0.61 per share, and net sales of $403.5 million for fiscal year ended June 30, 2000. For the fiscal quarter ended June 30, 2000, the Company reported a net loss of $29.3 million, or $0.99 per share, and net sales of $87 million.

A copy of the press release issued by the Company on September 19, 2000 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with Rules 100(a) and 101(e) of Regulation FD under the Securities Exchange Act of 1934, the Company hosted a conference call regarding its results for the fiscal quarter and fiscal year ended June 30, 2000 at 8:30 a.m. EST on September 19, 2000 via webcast on the Internet at http://www.vcall.com.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press release dated September 19, 2000

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: September 19, 2000

By: /s/ Gary M. Jacobs

Gary M. Jacobs
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated September 19, 2000

Exhibit 99.1

Contact: Gary Jacobs, CFO
The Hain Celestial Group, Inc.
516-237-6200

Jeremy Fielding/Sarah Zitter Milstein
Kekst and Company
212-521-4800

FOR IMMEDIATE RELEASE

THE HAIN CELESTIAL GROUP REPORTS FOURTH QUARTER AND FISCAL 2000 RESULTS

Fourth Quarter Financial Highlights:

- Strong Growth in Rocket Brands Reflects Continued Increase in Popularity of Natural and Organic Foods

- Results for quarter reflect the one-time impact of charges, costs, and other items associated with Hain Celestial Seasonings merger

- Subsequent repositioning of Celestial Seasonings to focus on brand strength, and changes to business operations, expected to contribute to Hain Celestial's performance in fiscal 2001

UNIONDALE, NY, September 19, 2000 - Reflecting the one-time impact of charges, costs, and other items stemming from its merger and totaling approximately $45.0 million, The Hain Celestial Group (Nasdaq: HAIN-news), the leading natural and organic food company, today announced a net loss of $17.1 million, or $0.61 per share, and net sales of $403.5 million for fiscal year ended June 30, 2000. For the fourth quarter, the Company reported a net loss of $29.3 million, or $0.99 per share, and net sales of $87 million.

Irwin D. Simon, Chairman, President and Chief Executive Officer of The Hain Celestial Group said, "In the fourth quarter, Hain brands were up 23%, with the major contribution coming from its rocket brands of Westsoy, Terra Chips, Health Valley, and Earth's Best. Without the merger-related costs and items that reflect the impact of the merger on our operations, in our judgment, earnings per share for the fourth quarter would have totaled $0.18."

Mr. Simon continued, "Our priority this quarter has been ensuring the effective integration and consolidation of businesses and operations following the acquisition of Celestial Seasonings, so that we are well-positioned to capitalize on the growth of our brands in fiscal 2001 and beyond. In the fourth quarter, we made significant progress in this process by

streamlining certain operations, implementing effective sales, marketing and other operational processes, and refocusing Celestial's brands around tea. We are also making accommodations for non-core businesses in anticipation of changes in marketing and support for some Celestial Seasonings products that do not fit within our overall strategy."

Mr. Simon also stated that by taking these steps for the future of the combined Hain Celestial Group, certain fourth-quarter costs and charges became necessary, but that the Company is confident it will be able to capitalize on its strong brands in fiscal 2001 and beyond, and achieve higher sales through better distribution channels, while increasing margins as a result of an overhauled pricing strategy. In addition, the Company believes that the Celestial Seasonings brand is poised over the next year to begin realizing its full potential.

FOURTH QUARTER RESULTS

One-time charges and costs incurred in the fourth quarter totaling $25.3 million, related to: merger-related costs resulting from the acquisition of Celestial Seasonings; the streamlining and restructuring of certain non-core businesses; the consolidation of certain warehouses within the Hain Celestial distribution network; and the write-down from the impairment of certain long-lived assets. Additional write-offs during the period were associated with the September 1999 changes in Celestial's supplement business and reserves related to the current supplement business.

The Company was further impacted by approximately $19.5 million related to the previously-announced process to clear distribution channels, higher trade promotional expenses over expected amounts as a result of the merger, lower gross profit margins due to sales mix, excess warehouse costs, and fuel surcharges. The Company's focus on the post-merger integration process also led to lower-than-expected revenues from Hain's non-core brands.

In the fourth quarter, the Company also recorded an extraordinary charge of

$1.9 million, (net of tax benefit of $1.2 million) related to the early extinguishment of its existing term loan and the write-off of the related debt financing costs. The Company's effective tax rate for the quarter was 20.5%, as certain costs of the merger and restructuring are non-deductible for income tax purposes.

In the fourth quarter, Hain Celestial's rocket brands experienced significant growth in sales, as consumer demand for natural and organic foods continued to increase rapidly. Compared with the fourth quarter of 1999, Hain Celestial's Westsoy products increased by 58%; the Terra brand grew by 45%, Earth's Best baby foods experienced an increase in the natural channel of 37% and Health Valley saw growth in the second half of fiscal 2000 for the first time in many years. Hain Celestial also introduced innovative products to focus on the range of teas under the Celestial Seasonings brand, including new functional black teas, and iced teas, as well as enhanced sales, distribution and marketing strategies for the Celestial Seasonings brand.

Hain Celestial's balance sheet improved significantly in the fourth quarter, with working capital totaling approximately $90 million, cash on hand of $38 million, a current ratio of 2.7:1; debt to equity at 2%; and total equity of $352 million.

"These successes are indicative of our strategy for growth that was recently recognized by Fortune Magazine, which ranked The Hain Celestial Group number 15 on its prestigious list of the 100 Fastest Growing Companies," commented Mr. Simon.

FISCAL 2000 HIGHLIGHTS

In fiscal 2000, the Company signed a strategic partnership with the H.J. Heinz Company, under which Heinz purchased 19.5% of the Company's outstanding common stock.

In addition, on May 30, Hain completed its acquisition of Celestial Seasonings, accounted for as a pooling-of-interest, giving the combined Hain Celestial Group a position of market leadership in 13 of the top 15 categories of natural and organic foods.

Hain Celestial continued its record of innovative products and marketing in fiscal 2000, introducing functional black teas in the Celestial Seasonings brands, Health Valley Soy O's and Soy Flakes cereals, refrigerated Soy Milk and Singles in the Westsoy brand, extensions to Terra Chip's successful "Blue" and "Red Bliss" lines, and an agreement with Liberty Richter to outsource the marketing and distribution of Hain's medically-focused and weight management food brands.

About The Hain Celestial Group

The Hain Celestial Group, headquartered in Uniondale, 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, Hain Pure Foods(R), Westbrae(R), Westsoy(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin(R), Terra Chips(R), DeBoles(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, Weight Watchers(R) dry and refrigerated products, Kineret(R) kosher foods, Boston Better Snacks(R), and Alba Foods(R). The Hain Celestial Group's website can be found at http://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.

Hain Celestial management will host a conference call to discuss its fourth quarter and year-end results at 8:30 a.m. EST on September 19, 2000. The call may be accessed on the Internet at http://www.vcall.com (enter ticker symbol: HAIN).

THE HAIN CELESTIAL GROUP, INC.
Consolidated Balance Sheets
(In thousands)

	June 30, 2000	June 30, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	$38,308	$1,147
Trade receivables, net	36,120	41,163
Inventories	48,139	39,929
Recoverable income taxes	7,982	3,461
Deferred income taxes	8,724	911
Other current assets	3,611	7,533
Total current assets	142,884	94,144
Property, plant and equipment, net	39,340	41,487
Goodwill and other intangible assets, net	228,477	211,066
Deferred income taxes	--	1,175
Other assets	5,316	10,746
Deferred financing costs, net	--	4,051
Total assets	$416,017	$362,669
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$43,039	$45,558
Accrued merger related charges	9,414	--
Current portion of long-term debt	681	10,817
Total current liabilities	53,134	56,375
Deferred income taxes and other liabilities	5,537	667
Long-term debt, less current portion	5,622	141,138
Total liabilities	64,293	198,180
Stockholders' equity:		
Common stock	321	247
Additional paid-in capital	326,641	126,316
Retained earnings	25,037	38,201
Treasury stock	(275)	(275)
Total stockholders' equity	351,724	164,489
Total liabilities and stockholders' equity	$416,017	$362,669

THE HAIN CELESTIAL FOOD GROUP, INC.
Consolidated Statements of Operations
(in thousands, except per share amounts)

	Three Months Ended June 30		Fiscal Year Ended June 30,	
	2000	1999	2000	1999
	(Unaudited)			
Net sales	$87,012	$81,775	$403,543	$315,820
Cost of Sales	55,034	42,677	227,417	169,141
Gross profit	31,978	39,098	176,126	146,679
SG&A expenses	41,378	27,651	148,133	111,802
Merger costs	15,633	--	15,633	--
Restructuring and other non-recurring charges	3,733	--	4,933	1,200
Impairment of Long lived assets	3,468	--	3,468	--
Amortization of goodwill and other intangible assets	1,345	1,313	6,346	4,787
Operating income (loss)	(33,579)	10,134	(2,387)	28,890
Other Income	213	--	1,585	--
Interest and financing costs	(1,017)	(2,083)	(6,701)	(6,442)
Income (loss) before income taxes, extraordinary item and cumulative change in accounting principle	(34,383)	8,051	(7,503)	22,448
Income taxes (benefit)/provision	(7,054)	3,331	3,900	8,931
Income (loss) before extraordinary item and cumulative change in accounting principle	(27,329)	4,720	(11,403)	13,517
Extraordinary item - loss from early extinguishment of debt, net of income tax benefit of $1,182	(1,940)	--	(1,940)	--
Cumulative change in accounting principle, net of income tax benefit of $2,547	--	--	(3,754)	--
Net income (loss)	$(29,269)	$4,720	$(17,097)	$13,517
Basic per share amounts:				
Income (loss) before extraordinary item and cumulative change in accounting principle	$(0.93)	$0.19	$(0.41)	$0.56
Extraordinary item	(0.06)	--	(0.07)	--
Cumulative change in accounting principle	--	--	(0.13)	--
Net income (loss)	$(0.99)	$0.19	$(0.61)	$0.56

Diluted per share amounts:				
Income (loss) from before extraordinary item and cumulative change in accounting principle	$(0.93)	$0.18	$(0.41)	$0.51
Extraordinary item	(0.06)	--	(0.07)	--
Cumulative change in accounting principle	--	--	(0.13)	--
Net income/(loss)	$(0.99)	$0.18	$(0.61)	$0.51
Common equivalent shares:				
Basic	29,484	24,454	27,952	24,144
Diluted	31,307	26,667	30,046	26,636