

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)
February 26, 1997

THE HAIN FOOD 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.)

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

(Former name or address, if changed since last report)

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Item 5. Other Events.

On February 26, 1997, The Hain Food Group, Inc., a Delaware corporation (the "Company"), entered into an agreement (the "Agreement") between the Company and Weight Watchers Gourmet Food Company, a Delaware corporation ("WWGF") and a wholly owned subsidiary of H.J. Heinz Company, a Pennsylvania corporation ("Heinz"), pursuant to which the Company will manufacture, market, distribute and sell certain Weight Watchers dry and refrigerated food products in supermarkets and other food establishments throughout the United States and Puerto Rico under a profit sharing arrangement which provides, among other things, for the issuance by the Company to Heinz of up to 250,000 warrants to purchase the Company's common stock at prices ranging from \$7.00 to \$9.00 per share.

Under the Agreement, the Company and WWGF will enter into a sublicensing arrangement pursuant to which the Company can use certain trademarks of WWGF for a five year term, which is renewable under certain circumstances. The Company expects the transaction to close on or about April 1, 1997.

A copy of a press release issued by the Company on March 3, 1997 is attached hereto as Exhibit 20 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. -----	Description -----
20	Press release dated March 3, 1997

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 FOOD GROUP, INC.

Dated: March 5, 1997

By: /s/ Jack Kaufman

Jack Kaufman
Chief Financial Officer

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NEWS RELEASE

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For Further Information

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FOR IMMEDIATE RELEASE

THE HAIN FOOD GROUP, INC. ANNOUNCES VENTURE
WITH H.J. HEINZ COMPANY
RELATING TO CERTAIN WEIGHT WATCHERS PRODUCTS

Uniondale, NY, March 3, 1997 -- The Hain Food Group, Inc. (Nasdaq:NOSH), announced an agreement with Weight Watchers Gourmet Food Company (a wholly owned subsidiary of H.J. Heinz Company) for the manufacture, marketing and sale of certain Weight Watchers dry and refrigerated food products. Sales of these products were approximately \$17 million for the latest 12 month period. Terms were not disclosed, however, the Company did report that Heinz will share in operating profits of the products and Hain will issue warrants to Heinz to acquire up to 250,000 shares of Hain common stock at prices ranging from \$7 to \$9 per share, according to Irwin D. Simon, president and chief executive officer of Hain.

The agreement, which includes a license arrangement, provides that Hain will assume responsibility for the products which are sold in supermarkets and other food establishments throughout the U.S. and Puerto Rico. The line includes salad dressings, canned soups, sauces, cookies and snacks, grated cheese, mayonnaise and margarine. Subject to the completion of documentation, the transaction is expected to close on or about April 1, 1997. The initial license period is for five years, and is renewable under certain circumstances for additional five year periods.

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Simon commented, "We are extremely pleased to have the prestigious Weight Watchers name alongside Hain's other brand names. The Weight Watchers products included in the license arrangement are sold principally through the same distribution channels as the Hain brands, and are often displayed in supermarkets alongside other Hain products. The arrangement permits Hain to manage the Weight Watchers brand products along with their own. Weight Watchers Gourmet Food Company will then focus its efforts on its main businesses - frozen entrees, desserts and side dishes. These synergies were a principal reason that Heinz selected Hain as the licensee for the product line."

The Hain Food Group, headquartered in Uniondale, NY, is a specialty food company which has a product portfolio comprised of six key brands: Hain Pure Foods(TM), an all-natural food brand including rice cakes and other snack foods; Estee(TM) sugar-free and fructose-sweetened products; Hollywood(TM) safflower, canola, and peanut oils, mayonnaise and margarine; Kineret(TM) Kosher foods; Featherweight(TM) low-sodium foods; and Farm Foods(TM) frozen vegetarian products.

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