FORM 10-Q

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Quarterly Report Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

For the quarterly period ended: 03/31/98 Commission file number: 0-22818

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 No.)

50 Charles Lindbergh Boulevard, Uniondale, New York 11553

(Address of principal executive offices)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports and (2) has been subject to such filing requirement for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

11,622,499 shares of Common Stock $.01 par value, as of May 12, 1998.

THE HAIN FOOD GROUP, INC.
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PART I - ITEM 1. - FINANCIAL INFORMATION

THE HAIN FOOD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	March 31 1998 (Unaudited)	June 30 1997 (Note)
ASSETS		
Current assets:		
Cash	$295,000	$219,000
Trade accounts receivable - net	12,926,000	8,447,000
Inventories	12,291,000	6,635,000
Receivables from sale of equipment - current portion	175,000	408,000
Other current assets	1,750,000	818,000
Total current assets	27,437,000	16,527,000
Property and equipment, net of accumulated depreciation of $760,000 and $577,000	873,000	743,000
Receivables from sale of equipment - non-current portion	80,000	150,000
Goodwill and other intangible assets, net of accumulated amortization of $3,001,000 and $2,074,000	52,697,000	29,188,000
Deferred financing costs, net of accumulated amortization of $1,302,000 and $1,049,000	1,883,000	975,000
Other assets	1,846,000	1,312,000
Total assets	$84,816,000	$48,895,000

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable and accrued expenses	$8,460,000	$7,568,000
Current portion of long-term debt	5,005,000	4,178,000
Income taxes payable	1,753,000	299,000
Total current liabilities	15,218,000	12,045,000
Long-term debt, less current portion	15,814,000	10,756,000
Other liabilities	1,442,000	483,000
Deferred income taxes	552,000	552,000
Total liabilities	33,026,000	23,836,000
Stockholders' equity:		
Preferred stock - $.01 par value; authorized 5,000,000 shares, no shares issued		
Common stock - $.01 par value, authorized 40,000,000 shares, issued 11,612,499 and 8,881,899 shares	116,000	89,000
Additional paid-in capital	44,032,000	20,804,000
Retained earnings	7,917,000	4,991,000
Total stockholders' equity	52,065,000	25,884,000
Less: 100,000 and 300,000 shares of treasury stock, at	275,000	825,000
	51,790,000	25,059,000
Total liabilities and stockholders' equity	$84,816,000	$48,895,000

Note - The balance sheet at June 30, 1997 has been derived from the audited financial statements at that date.

See notes to condensed consolidated financial statements.

THE HAIN FOOD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Three Months Ended March 31		Nine Months Ended March 31	
	1998	1997	1998	1997
Net sales	$28,212,000	$13,623,000	$73,224,000	$46,177,000
Cost of sales	16,692,000	8,593,000	43,604,000	28,840,000
Gross profit	11,520,000	5,030,000	29,620,000	17,337,000
Selling, general and administrative expenses	8,039,000	4,196,000	21,364,000	13,632,000
Depreciation of property and equipment	69,000	48,000	183,000	131,000
Amortization of goodwill and other intangible assets	392,000	186,000	927,000	558,000
	8,500,000	4,430,000	22,474,000	14,321,000
Operating income	3,020,000	600,000	7,146,000	3,016,000
Interest expense - net	527,000	415,000	1,706,000	1,240,000
Amortization of deferred financing costs	122,000	128,000	396,000	378,000
	649,000	543,000	2,102,000	1,618,000
Income before income taxes	2,371,000	57,000	5,044,000	1,398,000
Provision for income taxes	982,000	24,000	2,118,000	601,000
Net income	$1,389,000	$33,000	$2,926,000	$797,000
Net income per common share:				
Diluted	$0.11	$0.00	$0.26	$0.09
Basic	$0.12	$0.00	$0.30	$0.09
Common equivalent shares:				
Diluted	13,167,000	9,061,000	11,352,000	8,961,000
Basic	11,482,000	8,547,000	9,862,000	8,725,000

See notes to condensed consolidated financial statements.

THE HAIN FOOD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended March 31 1998	1997
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$2,926,000	$797,000
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation of property and equipment	183,000	131,000
Amortization of goodwill and other intangible assets	927,000	558,000
Amortization of deferred financing costs	396,000	378,000
Provision for doubtful accounts	76,000	107,000
Increase (decrease) in cash attributable to changes in assets and liabilities, net of amounts applicable to acquired businesses:		
Accounts receivable	(1,856,000)	863,000
Inventories	(1,267,000)	2,000
Other current assets	(450,000)	(345,000)
Other assets	(534,000)	(125,000)
Accounts payable and accrued expenses	(3,626,000)	(1,125,000)
Income taxes payable	1,454,000	(47,000)
Net cash (used in) provided by operating activities	(1,771,000)	1,194,000
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of businesses	(23,837,000)	
Acquisition of property and equipment	(205,000)	(93,000)
Net cash used in investing activities	(24,042,000)	(93,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from bank revolving credit	1,250,000	300,000
Proceeds from senior bank term loan	30,000,000	
Payment of senior bank term loan	(25,342,000)	(905,000)
Payment of debt of acquired company	(2,103,000)	
Costs in connection with bank financing	(785,000)	
Proceeds from public stock offering, net of related expenses	20,852,000	
Proceeds from exercise of warrants and options, net of related expenses	2,070,000	52,000
Purchase of treasury stock		(894,000)
Collections of receivables from equipment sales	303,000	451,000
Payment of other long-term debt	(165,000)	(106,000)
Other - net	(191,000)	
Net cash provided by (used in) financing activities	25,889,000	(1,102,000)
Net increase (decrease) in cash	76,000	(1,000)
Cash at beginning of period	219,000	306,000
Cash at end of period	$295,000	$305,000

See notes to condensed consolidated financial statements.

THE HAIN FOOD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE NINE MONTHS ENDED MARCH 31, 1998

	Common Stock		Additional		Treasury Stock		
	Shares	Amount at $.01	Paid-in Capital	Retained Earnings	Shares	Amount	Total
Balance at June 30, 1997	8,881,899	$89,000	$20,804,000	$4,991,000	300,000	($825,000)	$25,059,000
Proceeds from issuance of 2,500,000 shares in public stock offering, net of related expenses	2,500,000	25,000	20,827,000				20,852,000
Proceeds from exercise of Common Stock warrants, net of related expenses			743,000		(200,000)	550,000	1,293,000
Exercise of stock options	230,600	2,000	760,000				762,000
Value ascribed to warrants			883,000				883,000
Other			15,000				15,000
Net income for the period				2,926,000			2,926,000
Balance at March 31, 1998	11,612,499	$116,000	$44,032,000	$7,917,000	100,000	($275,000)	$51,790,000

See notes to condensed consolidated financial statements.

THE HAIN FOOD GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. GENERAL:

The Company and its subsidiaries operate as one business segment: the sale of specialty food products which are manufactured by various co-packers.

The Company's principal product lines consist of Hain Pure Foods and Westbrae Natural (natural foods), Hollywood Foods (principally healthy cooking oils), Estee (sugar-free, medically directed snacks), Featherweight (low sodium food products), Kineret Foods (frozen kosher foods), Weight Watchers (dry and refrigerated products), and Boston Better Snacks (popcorn and other snacks).

2. BASIS OF PRESENTATION:

All amounts in the financial statements have been rounded to the nearest thousand dollars, except shares and per share amounts.

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Reference is made to the footnotes to the audited consolidated financial statements of the Company and subsidiaries as at June 30, 1997 and for the year then ended included in the Company's Annual Report on Form 10-K for information not included in these condensed footnotes.

3. ACQUISITION:

On October 14, 1997, the Company completed a tender offer for all of the shares of Westbrae Natural, Inc. ("Westbrae), a publicly-owned company, for $3.625 per share of common stock. The aggregate cash purchase price, including acquisition costs, amounted to approximately $24 million. In addition, the Company repaid approximately $2.1 million of outstanding Westbrae debt. To finance the acquisition, the Company entered into a $40 million credit facility with its bank providing for a $30 million Senior Term Loan and a $10 million revolving credit line. See Note 5 below.

Westbrae (formerly known as Vestro Natural Foods, Inc.), headquartered in Carson, California, is a leading formulator and marketer of high quality natural and organic foods sold under the brand names Westbrae Natural, Westsoy, Little Bear and Bearitos, encompassing 300 food items such as non-dairy beverages, chips, snacks, beans and soups.

The above acquisition has been accounted for as a purchase and, therefore, operating results of Westbrae have been included in the accompanying financial statements from the date of acquisition.

Unaudited pro forma results of operations for the nine months ended March 31, 1998 and 1997, assuming that the acquisition had occurred as of July 1, 1996 are as follows:

	1998	1997
Net sales	$83,863,000	$69,668,000
Net income	3,166,000	1,002,000
Net income per share (diluted)	$ .28	$ .11

The pro forma operating results shown above are not necessarily indicative of operations in the period following acquisition.

4. INVENTORIES:

	March 31 1998	June 30 1997
Finished goods	$ 9,002,000	$5,418,000
Raw materials and packaging	3,289,000	1,217,000
	$12,291,000	$6,635,000

5. LONG-TERM DEBT:

Long-term debt consists of the following:

	March 31 1998	June 30 1997
Senior Term Loan	$ 9,505,000	$ 4,847,000
Revolving Credit	3,500,000	2,250,000
12.5% Subordinated Debentures, net of unamortized original issue discount of $1,053,000 and $1,195,000	7,447,000	7,305,000
Notes payable to sellers in connection with acquisition of companies and other long-term debt	367,000	532,000
	20,819,000	14,934,000
Current portion	5,005,000	4,178,000
	$15,814,000	$10,756,000

On October 14, 1997, in connection with the acquisition of Westbrae, the Company and its bank entered into a $40 million Amended and Restated Credit Facility ("New Facility") providing for a $30 million senior term loan and a $10 million revolving credit line. The New Facility replaced the Company's existing $18 million facility with the same bank. Presently, borrowings under the facility bear interest at rates equal to, at the Company's option, either (i) 0.25% under the bank's base rate or (ii) 2.00% over the Eurodollar rate. The senior term loan is repayable in quarterly principal installments, commencing December 31, 1998 through maturity of the New Facility on December 31, 2003. Pursuant to the revolving credit line, the Company may borrow up to 85% of eligible trade receivables and 60% of eligible inventories. Amounts outstanding under the New Facility are collateralized by substantially all of the Company's assets. The Company borrowed the full $30 million senior term loan to fund the cash purchase price and related closing costs of the acquisition and to repay certain existing debt of the Company and Westbrae. On December 8, 1997, the Company repaid approximately $21 million of such debt from the proceeds of a public offering of its common stock.

The New Facility contains certain financial and other restrictive covenants which, among other matters, restrict the payment of dividends and the incurrence of significant additional indebtedness. The Company is also required to maintain various financial ratios, including minimum working capital ratios, the achievement of certain earnings levels, and interest and fixed charge coverage ratios.

In April 1998, the Company prepaid all of the $8.5 million of Subordinated Debentures (see Note 8). The Company borrowed approximately $9.1 million from its bank under its senior term loan to fund the prepayment. The current portion of long-term debt at March 31, 1998 gives effect to the foregoing.

See Liquidity and Capital Resources in Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information on the aforementioned long-term debt, including interest rates, eligible borrowings under the revolving credit facility, required payments of principal, maturities, and restrictive covenants contained therein.

6. EARNINGS PER COMMON SHARE:

In February 1997, the FASB issued Statement No. 128, "Earnings Per Share" ("FAS 128"), which is effective for both interim and annual financial statements for periods ending after December 15, 1997. The Company has changed the method used to compute earnings per share and has restated all periods shown. Under the new requirements for calculating basic earnings per share, the dilutive effect of stock options and warrants has been excluded. The following table sets forth the computation of basic and diluted earnings per share pursuant to FAS 128.

	Three Months Ended March 31		Nine Months Ended March 31	
	1998	1997	1998	1997
Numerator:				
Net income for numerator for basic and diluted earnings per share	$1,389,000	$33,000	$2,926,000	$797,000
Denominator:				
Denominator for basic earnings per - weighted average shares outstanding during the period (a)	11,482,000	8,547,000	9,862,000	8,725,000
Effect of dilutive securities:				
Stock options	1,002,000	327,000	928,000	162,000
Warrants	683,000	187,000	562,000	74,000
Dilutive potential common Shares (b)	1,685,000	514,000	1,490,000	236,000
Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversions	13,167,000	9,061,000	11,352,000	8,961,000
Basic earnings per share	$ .12	$ .00	$ .30	$ .09
Diluted earnings per share	$ .11	$ .00	$ .26	$ .09

(a) On December 8, 1997, the Company issued 2,500,000 shares of common stock in connection with a public offering.

(b) The increase in the amount of dilutive potential shares in the 1998 periods was attributable substantially to an increase in the market price of the Company's common stock over the year earlier periods.

7. STOCKHOLDERS' EQUITY:

In connection with the acquisition of Estee in November 1995, the Company issued a warrant to the seller to purchase 200,000 shares of the Company's common stock at an exercise price of $6.50 per share. In August and September 1997, the seller exercised all of the warrants and the Company issued 200,000 shares of Common Stock out of treasury for aggregate proceeds of $1,300,000. The proceeds were used to pay down bank debt.

In connection with the New Facility with its bank (see Note 5), the Company issued a warrant to the bank to purchase 114,294 shares of the Company's common stock at an exercise price of $12.294. The warrant expires on December 31, 2003. The value ascribed to this warrant of approximately $377,000 is being amortized over 6 years.

In connection with the acquisition of Westbrae (see Note 3), the Company issued a warrant to its investment banker to purchase 100,000 shares of the Company's common stock at an exercise price of $12.688. The warrant expires on October 14, 2004. The value ascribed to this warrant of approximately $426,000 has been included in the cost of the acquisition of Westbrae.

On December 8, 1997, the Company completed a public offering of 2,500,000 shares of its common stock at $9 per share. Proceeds to the Company, net of expenses of the offering, amounted to approximately $20.9 million, which was utilized to pay down the New Facility with the bank. In connection therewith, certain officers of the Company exercised options for an aggregate of 105,000 shares of common stock which were sold in the public offering. The Company received aggregate net proceeds of approximately $340,000 from exercise of such options.

On December 9, 1997, the stockholders of the Company approved an amendment to increase the number of shares issuable under the 1994 Long Term Incentive and Stock Award Plan by 354,000 to 1,200,000 shares. As a result, the Company's chief executive officer received 125,000 stock options that had been conditionally granted to him at $4.8125 per share on the date of grant (June 30, 1997). The Company will incur a straight line non-cash compensation charge over the 10-year vesting period based on the excess (approximately $461,000) of the market value of the stock options ($8.50 per share) on December 9, 1997 compared to $4.8125 per share on the date of grant.

8. SUBSEQUENT EVENTS:

ACQUISTION OF BUSINESSES:

On April 23, 1998, the Company signed a purchase agreement to acquire four natural food companies from the Shansby Group and other owners. The companies to be acquired are Arrowhead Mills, Inc. ("Arrowhead"), DeBoles Nutritional Foods, Inc. ("DeBoles"), Dana Alexander, Inc., and Garden of Eatin', Inc. Arrowhead is a manufacturer and marketer of natural and organic cereals, flour, baking mixes, nut butters and other natural food products. DeBoles is a manufacturer and marketer of natural pasta products. Dana Alexander, Inc. is the manufacturer and marketer of gourmet vegetable chips sold under the "Terra Chips" name. Garden of Eatin' markets tortilla chips, corn chips and other natural snack foods. The aggregate purchase price for all of the brands is $80 million, including the assumption of not more than $20 million of debt. The purchase price is payable in either all cash, or a combination of cash and common stock. The Company intends to fund the cash portion of the purchase price with bank financing. The transaction is expected to close in June 1998.

PREPAYMENT OF 12.5% SUBORDINATED DEBENTURES:

On April 15, 1998, the Company prepaid all $8.5 million of its 12.5% Subordinated Debentures ("Debentures"), constituting the entire outstanding principal amount.. The prepayment was funded by an increase in the Company's term loan with its bank, which term loan bears interest at a lower interest rate than the Debentures. In connection with the prepayment, the Company will write off the prepayment fee of $612,000, as well as unamortized original issue discounts and financing fees for the Debentures. This will result in an extraordinary charge (net of income tax effect) of approximately $1.3 million in the quarter ending June 30, 1998. The prepayment of the Debentures is expected to result in reduced continuing interest costs and the elimination of the amortization of the financing costs with respect to the Debentures commencing in the quarter ending June 30, 1998.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

Three Months Ended March 31, 1998

On October 14, 1997, the Company acquired Westbrae Natural, Inc. ("Westbrae") in a transaction accounted for as a purchase. Accordingly, the operating results of Westbrae are included in the accompanying financial statements from date of acquisition.

Net sales for the current quarter increased by approximately $14.6 million as compared to the 1997 quarter. The increase was substantially attributable to the sales of Westbrae.

Gross margin percentage increased by 3.9% in the current quarter compared to the 1997 quarter, principally because of improved margins obtained on several of the Company's product lines, the effect of higher gross margins of products from the Company's new Westbrae division, and a slight reduction in warehousing and delivery costs as a percentage of sales.

Selling, general and administrative expenses, as a percentage of net sales, decreased by 2.3% during the current quarter compared to the 1997 quarter principally because of the higher absorption of selling, general and administrative expenses through higher sales levels.

Operating income, as a percentage of net sales, increased by 6.3% principally because of the aforementioned increase in gross margin percentage and decrease in selling, general and administrative expenses, as a percentage of net sales.

Interest and financing costs were not significantly different in either period.

Income taxes, as a percentage of pre-tax income, amounted to 41.4% compared to 42.1% in the 1997 quarter. The income tax rate utilized for the current quarter is based on the Company's estimate of the effective income tax rate for the fiscal year ending June 30, 1998.

Net income in the current quarter increased by approximately $1.4 million, principally because of higher sales levels, improved gross margin percentage, reduced selling, general and administrative expenses (as a percentage of sales) and a slightly lower effective income tax rate.

Nine Months Ended March 31, 1998

Net sales for the nine months increased by approximately $27.0 million as compared to the 1997 period. Such increase was principally attributable to the sales of Westbrae and increased sales of other product lines.

Gross margin percentage increased by 2.9% in the nine-month period, principally because of improved margins obtained on several of the Company's product lines, the effect of higher gross margins of the products from the Company's new Westbrae division and a slight reduction in warehousing and delivery costs as a percentage of sales.

Selling, general and administrative expenses, as a percentage of net sales, were .3% lower during the current nine month period compared to the 1997 period, principally because of lower selling expenses as a percentage of net sales during the Company's third fiscal quarter.

Operating income, as a percentage of net sales, for the nine-month period increased by 3.3% principally because of the aforementioned increase in gross margin percentage and the lower selling, general and administrative expenses, as a percentage of net sales.

Interest and financing costs in the nine-month period increased by approximately $.5 million due to the debt incurred in October 1997 in connection with the acquisition of Westbrae. On December 8, 1997, the Company repaid approximately $21 million of such debt from the proceeds of a public offering of its stock.

Income taxes, as a percentage of pre-tax income, amounted to 42.0% for the nine-month period compared to 43.0% in the 1997 period. The income tax rate utilized on an interim basis is based on the Company's estimate of the effective income tax rate for the fiscal year ending June 30, 1998.

Net income in the nine-month period increased by approximately $2.1 million, principally because of higher sales levels, an improved gross margin percentage, a slightly lower selling, general and administrative expense level, as a percentage of sales, and a slightly lower effective income tax rate, offset in part by higher interest and amortization costs.

Liquidity and Capital Resources

Debt

On October 14, 1997, the Company acquired Westbrae for a cash purchase price of approximately $24 million, including acquisition costs. In addition, the Company repaid approximately $2.1 million of Westbrae debt to third parties. To finance the acquisition, the Company entered into a $40 million credit facility ("New Facility") with its bank providing for a $30 million Senior Term Loan and a $10 million revolving credit line. Approximately $32 million of the New Facility was borrowed on October 14, 1997 to acquire Westbrae and repay existing indebtedness to the bank. On December 8, 1997, the Company repaid approximately $21 million of the New Facility (see below). As a result, principal repayments due on the Senior Term Loan were restructured. Principal payments due through September 30, 1998 were eliminated and quarterly principal payments due on December 31, 1998 and thereafter were significantly reduced. Of the $10 million available under the Company's revolving credit facility, $3.5 million was outstanding at March 31, 1998. From time to time, because of inventory requirements, the Company may utilize a portion of the revolving credit line. Borrowings under the New Facility currently bear interest at rates equal to, at the Company's option, either (i) 0.25% under the bank's base rate, or (ii) 2.00% over the Eurodollar rate.

On April 15, 1998, the Company prepaid all $8.5 million of its 12.5% Subordinated Debentures ("Debentures"), constituting the entire aggregate outstanding principal amount. The prepayment was funded by an increase in the Company's term loan with its bank, which term loan currently bears interest at a lower rate than the Debentures.

Public Offering Completed on December 8, 1997

On December 8, 1997, the Company completed a public offering of 2,500,000 shares of its common stock at a public offering price of $9 per share. Proceeds to the Company, net of expenses of the offering, amounted to approximately $21 million, which was utilized to pay down the New Facility. This infusion of additional equity into the Company significantly reduced the Company's debt level and substantially improved the Company's debt to equity ratio.

Working Capital and Debt Service Requirements

Working capital at March 31, 1998 amounted to approximately $12.2 million, and the Company's working capital ratio was approximately 1.8 to 1. The Company views its working capital adequate to meet its operational needs.

The Company's products are purchased from independent co-packers and the Company does not intend to invest in plant or equipment relating to the manufacture of its products. Consequently, no significant capital expenditures are currently contemplated.

Principal payments due on the Company's long-term debt (excluding amounts outstanding under the revolving credit facility) for the twelve-month period ending March 31, 1999 are approximately $1.5 million. The Company believes that cash provided by operations will be sufficient to finance its operations, fund debt service requirements and fund capital expenditures for the foreseeable future.

Seasonality

Sales of food products consumed in the home generally decline to some degree during the summer vacation months. The Company believes that such seasonality has a limited effect on operations.

Inflation

The Company does not believe that inflation had a significant impact on the Company's results of operations for the periods presented.

PART II - OTHER INFORMATION

Item 6. - Exhibits and Reports on Form 8-K

(a) Exhibits

Financial Data Schedule (Exhibit 27)

(b) Reports on Form 8-K

The Company did not file any reports on Form 8-K during the three months ended March 31, 1998.

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 thereunto duly authorized.

THE HAIN FOOD GROUP, INC.

Date: May 14, 1998

/s/ Irwin D. Simon
Irwin D. Simon,
President and Chief
Executive Officer

Date: May 14, 1998

/s/ Jack Kaufman
Jack Kaufman,
Vice President-Finance and
Chief Financial Officer

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