

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)
May 7, 2004

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

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
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99.1	Press release dated May 7, 2004

Item 12. Results of Operations and Financial Condition

On May 7, 2004, The Hain Celestial Group, Inc. announced its earnings for its third fiscal quarter 2004 ended March 31, 2004, as well as guidance for its upcoming fiscal quarter. A copy of the related press release is attached as Exhibit 99.1.

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: May 7, 2004

By: /s/ Ira J. Lamel

Name: Ira J. Lamel
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1 Press release dated May 7, 2004

Contact: Ira Lamel, CFO
The Hain Celestial Group, Inc.
631-730-2200

Jeremy Fielding/David Lilly
Kekst and Company
212-521-4800

FOR IMMEDIATE RELEASE

THE HAIN CELESTIAL GROUP
REPORTS THIRD QUARTER RESULTS

-- Sales Grow to \$136.9 Million --

MELVILLE, NY, May 7, 2004 - The Hain Celestial Group (NASDAQ:HAIN), the leading natural and organic food company, today announced that net sales for the third quarter ended March 31, 2004 totaled \$136.9 million, an increase of almost 6% over the same quarter of the prior year. Gross sales before deducting trade and other sales incentives increased 9% in the same period. Net income in the third quarter this year was \$5.0 million, or \$0.14 per share on a diluted basis, as compared with \$7.9 million, or \$0.23 per share in the third quarter of the prior year.

Irwin D. Simon, Chairman, President and Chief Executive Officer of The Hain Celestial Group, said, "In the quarter, we had higher costs, a soup supply issue, and we took advantage of our investment opportunities behind the launch of CarbFit(R). These events, which impacted earnings, do not obscure the underlying health of our brands and business. The performance of our key brands and business this quarter demonstrates that we maintain and continue to improve our ability to meet the demand for natural and organic products. Importantly, most of our key brands posted positive sales gains. In the third quarter of this year we saw 21% growth in our Snacks business, 6% growth at Celestial Seasonings, and 24% growth at Earth's Best. Our Canadian Business grew 24% while our European Business grew 36%. We have laid a strong foundation for CarbFit, a well-received brand that has quickly become one of America's leading brands serving the needs of today's carb-conscious consumer."

Mr. Simon concluded, "With the continuing increases in costs, the time it will take to rebuild our soup position despite having our co-packer issues resolved - - including securing opportunities to strategically invest in our soup business to ensure it is well positioned for next soup season - - and with our recently announced price adjustments not effective until July, we anticipate that our fourth quarter earnings this year will be in the range of \$0.13 to \$0.15 per share on revenues of \$127 million to \$130 million."

Hain Celestial's balance sheet continues to be strong. At the end of the third quarter, working capital totaled approximately \$108.4 million with a current ratio of 2.4:1; debt to equity was 13.5%; and total equity reached \$484.8 million.

Management will host a conference call to discuss its second quarter results at 9:00 a.m. EDT today, May 7, 2004. The call may be accessed through the Investor Relations section of the Hain Celestial website at www.hain-celestial.com. Please log in to the call at least fifteen minutes ahead of time to allow time for registration. A replay of the call will be available on the same section of the Hain Celestial website until June 7, 2004.

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), Natumi(R), Milkfree(R), Earth's Best(R), and Nile Spice(R). 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.

-- TABLES FOLLOW --

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

	March 31, ----- 2004 -----	June 30, ----- 2003 -----
(Unaudited)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 21,101	\$ 10,984
Trade receivables, net	70,731	61,215
Inventories	76,597	66,444
Recoverable income taxes	1,018	223
Deferred income taxes	3,171	3,171
Other current assets	10,422	7,671
Total current assets	183,040	149,708
Property, plant and equipment, net	73,992	68,665
Goodwill, net	309,288	296,508
Trademarks and other intangible assets, net	55,909	55,975
Other assets	9,022	10,692
Total assets	\$ 631,251	\$ 581,548
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 53,921	\$ 55,710
Income taxes payable	12,072	1,867
Current portion of long-term debt	8,648	8,807
Total current liabilities	74,641	66,384
Deferred income taxes	14,912	14,912
Long-term debt, less current portion	56,871	59,455
Total liabilities	146,424	140,751
Stockholders' equity:		
Common stock	369	348
Additional paid-in capital	385,632	364,877
Deferred compensation	(3,043)	-
Retained earnings	101,017	79,089
Treasury stock	(8,435)	(8,156)
Foreign currency translation adjustment	9,287	4,639
Total stockholders' equity	484,827	440,797
Total liabilities and stockholders' equity	\$ 631,251	\$ 581,548

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	----- 2004 ----- (Unaudited)	2003 ----- (Unaudited)	----- 2004 ----- (Unaudited)	2003 ----- (Unaudited)
Net sales	\$ 136,862	\$ 129,224	\$ 406,707	\$ 348,650
Cost of Sales	98,316	89,519	283,900	240,376
	-----	-----	-----	-----
Gross profit	38,546	39,705	122,807	108,274
SG&A expenses	29,527	25,901	85,393	72,971
Restructuring charges	-	-	-	440
	-----	-----	-----	-----
Operating income	9,019	13,804	37,414	34,863
Interest expense and other expenses	932	1,184	2,073	1,560
	-----	-----	-----	-----
Income before income taxes	8,087	12,620	35,341	33,303
Income tax provision	3,073	4,764	13,413	12,572
	-----	-----	-----	-----
Net income	\$ 5,014	\$ 7,856	\$ 21,928	\$ 20,731
	=====	=====	=====	=====
Basic per share amounts	\$ 0.14	\$ 0.23	\$ 0.63	\$ 0.61
	=====	=====	=====	=====
Diluted per share amounts	\$ 0.14	\$ 0.23	\$ 0.61	\$ 0.60
	=====	=====	=====	=====
Weighted average common shares outstanding:				
Basic	35,694	34,081	34,943	33,853
	=====	=====	=====	=====
Diluted	36,804	34,887	36,098	34,579
	=====	=====	=====	=====