

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

HAIN FOOD GROUP, INC.

-----  
(Name of Issuer)

Common Stock, \$0.01 Par Value

-----  
(Title of Class of Securities)

405219106

-----  
(CUSIP Number)

April 29, 1998

-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)  
Page 1 of 13 Pages  
Exhibit Index: Page 10

SCHEDULE 13G

CUSIP No. 405219106

Page 2 of 13 Pages

1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

SOROS FUND MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power  
Number of Shares Beneficially 0  
6 Shared Voting Power

Owned By		0
Each		
Reporting	7	Sole Dispositive Power
Person		0
With		
	8	Shared Dispositive Power
		0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*  
[x]

11 Percent of Class Represented By Amount in Row (9)

11.42%

12 Type of Reporting Person\*

00; IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
/1/ See Item 4(a).

SCHEDULE 13G

CUSIP No. 405219106

Page 3 of 13 Pages

1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

GEORGE SOROS (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented By Amount in Row (9)

11.42%

12 Type of Reporting Person\*

IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
/1/ See Item 4(a).

SCHEDULE 13G

CUSIP No. 405219106

Page 4 of 13 Pages

1 Name of Reporting Person  
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)  
  
STANLEY F. DRUCKENMILLER (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization  
  
UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power	0
	6	Shared Voting Power	0
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented By Amount in Row (9)  
  
11.42%

12 Type of Reporting Person\*  
  
IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
/1/ See Item 4(a).

This Amendment No. 1 to Schedule 13G amends the initial statement on Schedule 13G dated March 6, 1998 (the "Initial Statement") filed by the Reporting Persons (as defined herein) and other persons who were reporting persons in the Initial Statement (the "Other Filing Persons"). As a result of the acquisition of additional Shares (as defined herein) by the Other Filing Persons, the Other Filing Persons are reporting their ownership in a separate Schedule 13D and the Other Filing Persons have ceased to be Reporting Persons herein.

Item 1(a) Name of Issuer:

Hain Food Group, Inc. (the "Issuer").

Item 1(b) Address of the Issuer's Principal Executive Offices:

50 Charles Lindbergh Blvd., Uniondale, New York 11553.

Item 2(a) Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"),
- (ii) Mr. George Soros ("Mr. Soros"), and
- (iii) Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller").

This Statement relates to Shares that were acquired by White Rock Management, L.P., a Texas limited partnership ("White Rock Management") on behalf of certain institutional clients (the "White Rock Clients"), including, but not limited to, Quasar International Partners C.V., a Netherlands Antilles limited partnership ("Quasar Partners"). SFM LLC, a Delaware limited liability company, serves as principal investment manager to Quasar Partners and as such, has been granted investment discretion over portfolio investments, including the Shares, held for the account of Quasar Partners. Mr. Soros is the Chairman of SFM LLC. Mr. Druckenmiller is the Lead Portfolio Manager and a member of the Management Committee of SFM LLC. SFM LLC, on behalf of Quasar Partners, has granted investment discretion to White Rock Management, pursuant to an investment advisory contract between Quasar Partners and White Rock Management (the "White Rock Contract"). The Shares currently held for the account of Quasar Partners were acquired at the direction of White Rock Management, and none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises voting or dispositive power over the Shares.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of SFM LLC, Mr. Soros and Mr. Druckenmiller is 888 Seventh Avenue, 33rd Floor, New York, NY 10106.

Item 2(c)            Citizenship:

- i) SFM LLC is a Delaware limited liability company;
- ii) Mr. Soros is a United States citizen; and
- iii) Mr. Druckenmiller is a United States citizen.

Item 2(d)            Title of Class of Securities:

Common Stock, \$0.01 par value (the "Shares").

Item 2(e)            CUSIP Number:

405219106

Item 3.              If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

This Item 3 is not applicable.

Item 4.              Ownership:

Item 4(a)            Amount Beneficially Owned:

As of May 10, 1998, each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

As a consequence of SFM LLC's ability to terminate the White Rock Contract with respect to all investments, including those involving the Shares, and acquire voting and dispositive power over the Shares within 60 days, notwithstanding the fact that none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises such power, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to be the beneficial owner of the 1,326,000 Shares held for the account of Quasar Partners.

Item 4(b)            Percent of Class:

The number of Shares of which each of SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to be the beneficial owner constitutes approximately 11.42% of the total number of Shares outstanding.



Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

The partners of Quasar Partners, including Quasar International Fund N.V., a Netherlands Antilles corporation, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares, held for the account of Quasar Partners in accordance with their partnership interests in Quasar Partners.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each signatory certifies that, to the best of his/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 11, 1998

SOROS FUND MANAGEMENT LLC

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Managing Director

Date: May 11, 1998

GEORGE SOROS

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact

Date: May 11, 1998

STANLEY F. DRUCKENMILLER

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact

EXHIBIT INDEX

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A. Power of Attorney dated as of January 1, 1997 granted by Mr. George Soros in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.....	11
B. Power of Attorney dated as of January 1, 1997 granted by Mr. Stanley F. Druckenmiller in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.....	12
C. Joint Filing Agreement dated May 11, 1998 by and among Soros Fund Management LLC, Mr. George Soros and Mr. Stanley F. Druckenmiller.....	13

EXHIBIT A

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, GEORGE SOROS, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chairman of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ George Soros

-----  
GEORGE SOROS

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, STANLEY F. DRUCKENMILLER, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Lead Portfolio Manager of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ Stanley F. Druckenmiller  
-----  
STANLEY F. DRUCKENMILLER

EXHIBIT C

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Hain Food Group, Inc. dated as of May 11, 1998 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Date: May 11, 1998

SOROS FUND MANAGEMENT LLC

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Managing Director

Date: May 11, 1998

GEORGE SOROS

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact

Date: May 11, 1998

STANLEY F. DRUCKENMILLER

By: /S/ SEAN C. WARREN

-----  
Sean C. Warren  
Attorney-in-Fact