

**UNITED STATES
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): October 29, 2012

THE HAIN CELESTIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-22818

(Commission File Number)

22-3240619

(I.R.S. Employer Identification No.)

58 South Service Road, Melville, NY 11747

(Address of principal executive offices)

Registrant's telephone number, including area code: (631) 730-2200

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets

As previously announced, on August 22, 2012, The Hain Celestial Group, Inc. ("Hain Celestial"), Premier Foods Group Limited ("Seller") and Premier Foods plc entered into a Sale and Purchase Agreement (the "Purchase Agreement") pursuant to which Hain Celestial agreed to purchase all of the issued share capital in Histon Sweet Spreads Limited (the "Acquisition"). The purchase price was £200 million, consisting of £170 million in cash consideration and shares of Hain Celestial common stock representing £30 million (calculated using the closing price of Hain Celestial stock on the date of signing). The Acquisition closed on October 27, 2012. Pursuant to the Purchase Agreement, Hain Celestial paid £170 million in cash and issued 836,426 shares of its common stock, par value \$0.01per share, to Seller.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the full text of the Purchase Agreement, which was attached as Exhibit 2.1 to the Current Report on Form 8-K filed by Hain Celestial on August 28, 2012 and incorporated herein by reference in its entirety.

Item 8.01 Other Events

The information set forth under Item 2.01 is incorporated by reference into this Item 8.01.

On October 29, 2012, Hain Celestial issued a press release with respect to the closing of the foregoing transaction. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and incorporated herein by reference. The information contained in this Item 8.01, including the press release attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The financial statements required to be filed by Item 9.01(a) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The pro forma financial information required to be filed by Item 9.01(b) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits

- 5.1* Opinion of DLA Piper LLP (US)
- 23.1* Consent of DLA Piper LLP (US) (included in Exhibit 5.1)
- 99.1* Press Release of The Hain Celestial Group, Inc. dated October 29, 2012.

* Filed herewith

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.

Date: **October 29, 2012**

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

By: /s/ Ira J. Lamel
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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99.1*	Press Release of The Hain Celestial Group, Inc. dated October 29, 2012.

* Filed herewith



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T 410.580.3000
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October 29, 2012

The Hain Celestial Group, Inc.
58 South Service Road
Melville, New York 11747

Re: The Hain Celestial Group, Inc.

Ladies and Gentlemen:

We have acted as outside counsel to The Hain Celestial Group, Inc., a Delaware corporation (the "Company"), and have been requested to render this opinion in connection with the issuance, offer and sale of up to 836,426 shares of Common Stock, par value \$0.01 per share, of the Company (the "Securities") from time to time by the selling shareholder (the "Selling Shareholder") named in the prospectus supplement dated October 29, 2012 (together with the Prospectus (as herein defined), the "Final Prospectus"), filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the accompanying prospectus dated October 24, 2012 (the "Prospectus") that form a part of the automatic shelf registration statement on Form S-3 (File No. 333-184584) dated October 24, 2012 and filed by the Company with the Commission on October 25, 2012 (excluding the documents incorporated by reference therein, the "Registration Statement") under the Securities Act. The Securities were issued and sold by the Company to the Selling Shareholder pursuant to a Sale and Purchase Agreement, dated August 22, 2012, among Premier Foods Group Limited and Premier Foods PLC and the Company (the "Purchase Agreement"). This opinion is being provided at your request pursuant to Item 601(b)(5) of Regulation S-K, 17 C.F.R. §229.601(b)(5), in connection with the filing of a Current Report on Form 8-K by the Company with the Commission on the date hereof (the "Form 8-K") and supplements our opinion, dated October 24, 2012, previously filed as Exhibit 5.1 to the Registration Statement.

In our capacity as the Company's outside counsel, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

- (a) The charter of the Company, as in effect on the date hereof, represented by the Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State of the State of Delaware on May 30, 2000 (in the form attached to the Officer's Certificate (as defined below)) (the "Charter");
- (b) The Amended and Restated By-Laws of the Company, as amended through November 18, 2010 and as in effect on the date hereof (in the form attached to the Officer's Certificate) (the "By-Laws");
- (c) The Registration Statement, including the Prospectus contained therein;
- (d) The Final Prospectus;
- (e) A conformed copy of the Purchase Agreement (as attached to the Officer's Certificate);
- (f) A certificate of an officer of the Company, dated as of the date hereof, as to certain factual matters (the "Officer's Certificate");
- (g) Resolutions adopted by the Company's Board of Directors on June 26, 2012 relating to, among other things, the preparation and filing of Registration Statement and the Final Prospectus, the authorization, execution and delivery of the Purchase Agreement and the issuance, offer and sale of the Securities (in each case, as attached to the Officer's Certificate);
- (h) A short form good standing certificate with respect to the Company issued by the Secretary of State of the State of Delaware, dated as of October 29, 2012; and



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- (i) Such other documents as we have considered necessary to the rendering of the opinion expressed below.

In examining the Documents, and in rendering the opinion set forth below, we have assumed, without independent investigation, the following: (a) each of the parties to the Documents (other than the Company) has duly and validly authorized, executed and delivered each of the Documents to which such party (other than the Company) is a signatory and each instrument, agreement and other document executed in connection with the Documents to which such party (other than the Company) is a signatory and each such party's (other than the Company's) obligations set forth in such Documents and each other instrument, agreement and other document executed in connection with such Documents, are its legal, valid and binding obligations, enforceable in accordance with their respective terms; (b) each person executing any Document and any other instrument, agreement and other document executed in connection with the Documents on behalf of any such party (other than the Company) is duly authorized to do so; (c) each natural person executing any Document and any other instrument, agreement and other document executed in connection with the Documents is legally competent to do so; (d) there are no oral or written modifications of or amendments or supplements to the Documents (other than such modifications or amendments or supplements identified above and attached to the Officer's Certificate) and there has been no waiver of any of the provisions of the Documents by actions or conduct of the parties or otherwise; and (e) all Documents submitted to us as originals are authentic, all Documents submitted to us as certified or photostatic copies or telecopies or portable document file (".PDF") copies conform to the original Documents (and the authenticity of the originals of such copies), all signatures on all documents submitted to us for examination (and including signatures on photocopies, telecopies and .PDF copies) are genuine, and all public records reviewed are accurate and complete. As to all factual matters relevant to the opinion set forth below, we have relied upon the representations and warranties made in the Purchase Agreement and in the Officer's Certificate as to the factual matters set forth therein, which we assume to be accurate and complete, and on the written statements and representations of public officials and our review of the Documents.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the Securities have been duly authorized and are validly issued, fully paid and non-assessable.

The opinion expressed above is subject to the following assumptions, exceptions, qualifications and limitations:

- (a) The foregoing opinion is rendered as of the date hereof. We assume no obligation to update such opinion to reflect any facts or circumstances that may hereafter come to our attention or changes in the law which may hereafter occur.
- (b) We have made no investigation of, and we express no opinion as to, the laws of any jurisdiction other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing). This opinion concerns only the effect of such laws (exclusive of the principles of conflict of laws) of the State of Delaware as currently in effect. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.
- (c) We express no opinion as to compliance with the securities (or "blue sky") laws of any jurisdiction.
- (d) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.



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We consent to the filing of this opinion with the Commission as an exhibit to the Current Report on Form 8-K and to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

DLA Piper LLP (US)

/s/ DLA Piper LLP (US)



Ira Lamel/Mary Anthes
The Hain Celestial Group, Inc.
631-730-2200

**HAIN CELESTIAL COMPLETES
STRATEGIC ACQUISITION IN THE UNITED KINGDOM**

ACQUIRES MARKET-LEADING BRANDS INCLUDING HARTLEY'S® AND SUN-PAT®

**Provides Entry Into Ambient Grocery Categories
\$0.25 Per Share Accretion Expected in Fiscal Year 2013**

Melville, NY, October 29, 2012—The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading natural and organic products company providing consumers with **A Healthy Way of Life™**, today announced the closing of the acquisition of Premier Foods plc's portfolio of market-leading packaged grocery brands including Hartley's®, Sun-Pat®, Gale's®, Robertson's®, and Frank Cooper's®—with peanut butter, honey, jams, fruit and jelly, marmalade and chocolate product offerings—along with its Histon manufacturing base in Cambridgeshire, United Kingdom.

The acquisition is expected to be accretive to Hain Celestial's earnings beginning with the second quarter of fiscal year 2013. The Company estimates that net sales during the eight month period from closing to June 30, 2013 will approximate \$180 million with accretion in earnings per diluted share during that period approximating \$0.25 before acquisition related charges. Consideration consisted of £170 million in cash and 836,426 shares of Hain Celestial common stock.

The business being acquired generated over \$250 million in sales in its last fiscal year, of which approximately 60% were branded products, and will become part of the Hain Daniels Group. Hain Daniels Group, wholly owned by Hain Celestial, was established in October 2011 following the acquisition of The Daniels Group. Hain Daniels makes and sells fresh food and drinks in eight chilled and frozen food categories under leading brands including the New Covent Garden Soup Co.®, Johnson's Juice Co.®, Linda McCartney®, Farmhouse Fare® and Lovetub®.

"This acquisition furthers our goal to expand in the United Kingdom and positions the newly expanded Hain Daniels business in the top 40 of all food and beverage suppliers in the UK," commented Irwin Simon, Founder, President and Chief Executive Officer of Hain Celestial. "We expect to leverage the loyal customer base from Hartley's, Sun-Pat, Gale's, Robertson's, Frank Cooper's and Rose's with our existing global brands including Rice Dream®, Celestial Seasonings®, Earth's Best®, Terra® Chips and Sensible Portions® in the United Kingdom marketplace."

"Our mission at Hain Daniels is to offer our customers and the consumer relevant, convenient, inspiring and innovative branded fruit and vegetable solutions for a wide variety of consumption occasions. We believe creating an Ambient Grocery Division through the acquisition and integration of these Premier Foods brands with its experienced workforce will strengthen this proposition," added Rob Burnett, Chief Executive Officer, Hain Daniels.

The Company will conduct a conference call on Thursday, November 1, 2012 at 4:30 PM Eastern Time to review its First Quarter Fiscal Year 2012 results, which will be released prior to the call. The Company expects to discuss the transaction at that time.

**The Hain Celestial Group, Inc. • 58 South Service Road • Melville, NY 11747 • 631-730-2200
www.hain-celestial.com**



Safe Harbor Statement

This press release contains forward-looking statements under Rule 3b-6 of the Securities Exchange Act of 1934, as amended. Words such as “plan,” “continue,” “expect,” “expected,” “anticipate,” “estimate,” “believe,” “may,” “potential,” “can,” “positioned,” “should,” “future,” “look forward” and similar expressions, or the negative of those expressions, may identify forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause the Company’s actual results to differ materially from those described in the forward-looking statements. These forward-looking statements include the Company’s expectations relating to (i) the impact of the acquisition on the Company’s sales and earnings in fiscal year 2013; (ii) the Company’s plans to expand existing brands and product distribution and enter into new categories and the results therefrom; (iii) the Ambient Grocery Division; and (iv) expansion in the United Kingdom. These risks include but are not limited to the Company’s ability to achieve its guidance for net sales and earnings per diluted share in fiscal year 2013 given the economic environment in the U.S. and other markets that it sells products as well as economic, political and business conditions generally and their effect on the Company’s customers and consumers’ product preferences, and the Company’s business, financial condition and results of operations; the Company’s expectations for its business for fiscal year 2013 and its positioning for the future; changes in estimates or judgments related to the Company’s impairment analysis of goodwill and other intangible assets, as well as with respect to the Company’s valuation allowances of its deferred tax assets; the Company’s ability to implement its business and acquisition strategy, including its strategy for improving results in the United Kingdom and the integration of the Daniels Group acquisition; the ability of the Company’s joint venture investments, including Hain Pure Protein Corporation, to successfully execute their business plans; the Company’s ability to realize sustainable growth generally and from investment in core brands, offering new products and its focus on cost containment, productivity, cash flow and margin enhancement in particular; the Company’s ability to effectively integrate its acquisitions; competition; the success and cost of introducing new products as well as the Company’s ability to increase prices on existing products; the availability and retention of key personnel; the Company’s reliance on third party distributors, manufacturers and suppliers; the Company’s ability to maintain existing customers and secure and integrate new customers; the Company’s ability to respond to changes and trends in customer and consumer demand, preferences and consumption; international sales and operations; changes in fuel, raw materials and commodity costs; the effects on the Company’s results of operations from the impacts of foreign exchange; changes in, or the failure to comply with, government regulations; the availability of natural and organic ingredients; the loss of one or more of our manufacturing facilities; our ability to use our trademarks; reputational damage; product liability; seasonality; the Company’s reliance on its information technology systems; and other risks detailed from time-to-time in the Company’s reports filed with the Securities and Exchange Commission, including the annual report on Form 10-K for the fiscal year ended June 30, 2012. As a result of the foregoing and other factors, no assurance can be given as to future results, levels of activity and achievements and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements.

The Hain Celestial Group, Inc.

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Melville, NY, is a leading natural and organic products company in North America and Europe. Hain Celestial participates in many natural categories with well-known brands that include Celestial Seasonings®, Earth’s Best®, Terra®, Garden of Eatin’®, Sensible Portions®, Health Valley®, Arrowhead Mills®, MaraNatha®, SunSpire®, DeBoles®, Gluten Free Café™, Hain Pure Foods®, Hollywood®, Spectrum Naturals®, Spectrum Essentials®, Walnut Acres Organic®, Imagine®, Almond Dream®, Rice Dream®, Soy Dream®, WestSoy®, The Greek Gods®, Ethnic Gourmet®, Yves Veggie Cuisine®, Europe’s Best®, Cully & Sully®, New Covent Garden Soup Co.®, Johnson’s Juice Co.®, Farmhouse Fare®, Hartley’s®, Sun-Pat®, Gale’s®, Robertson’s®, Frank Cooper’s®, Linda McCartney®, Lima®, Danival®, GG UniqueFiber®, Natumi®, JASON®, Zia® Natural Skincare, Avalon Organics®, Alba Botanica®, Queen Helene® and Earth’s Best TenderCare®. Hain Celestial has been providing “A Healthy Way of Life™” since 1993. For more information, visit www.hain-celestial.com.

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