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 Exchange Act of 1934

For the quarterly period ended: 09/30/02   Commission file number: 0-22818

THE HAIN CELESTIAL 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.)
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

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 practicable date.

33,613,222 shares of Common Stock $.01 par value, as of November 8, 2002.

THE HAIN CELESTIAL GROUP, INC.

INDEX

PART I - ITEM 1 - FINANCIAL INFORMATION

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	September 30, 2002	June 30, 2002
ASSETS	(Unaudited)	(Note)
Current assets:		
Cash and cash equivalents	$ 3,936	$ 7,538
Accounts receivable, less allowance for doubtful accounts of $883 and $1,002	55,365	49,018
Inventories	51,898	53,624
Recoverable income taxes	500	3,677
Deferred income taxes	7,223	7,223
Other current assets	6,193	5,804
Total current assets	125,115	126,884
Property, plant and equipment, net of accumulated depreciation and amortization of $24,504 and $29,059	64,700	69,774
Goodwill, net	237,948	239,644
Trademarks and other intangible assets, net	38,078	38,083
Other assets	11,486	6,798
Total assets	$ 477,327	$ 481,183
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 37,824	$ 46,166
Accrued restructuring and non-recurring charges	6,095	6,410
Current portion of debt instruments	3,938	1,431
Income taxes payable	4,620	1,935
Total current liabilities	52,477	55,942
Long-term debt instruments, less current portion	9,717	10,293
Deferred income taxes	11,100	11,100
Total liabilities	73,294	77,335
Commitments and contingencies		
Stockholders' equity:		
Preferred stock - $.01 par value, authorized 5,000,000 shares, none issued	-	-
Common stock - $.01 par value, authorized 100,000,000 shares, issued 34,075,639 shares	341	341
Additional paid-in capital	354,834	354,822
Retained earnings	56,286	51,597
Foreign currency translation adjustment	(1,274)	963
	410,187	407,723
Less: 462,417 and 306,917 shares of treasury stock, at cost	(6,154)	(3,875)
Total stockholders' equity	404,033	403,848
Total liabilities and stockholders' equity	$ 477,327	$ 481,183

Note: The balance sheet at June 30, 2002 has been derived from the audited financial statements at that date.

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(In thousands, except per share amounts)

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2001
	(Unaudited)	
Net sales	$ 96,420	$ 89,735
Cost of sales	67,166	63,073
Gross profit	29,254	26,662
Selling, general and administrative expenses	21,551	17,527
Operating income	7,703	9,135
Interest and other expenses	170	357
Income before income taxes	7,533	8,778
Provision for income taxes	2,844	3,335
Net income	$4,689	$5,443
Basic earnings per common share:		
Net income	$ 0.14	$ 0.16
Diluted earnings per common share:		
Net income	$ 0.14	$ 0.16
Weighted average common shares outstanding:		
Basic	33,702	33,665
Diluted	34,382	34,634

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Three Months Ended September 30,	
	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES	(Unaudited)	
Net income	$ 4,689	$ 5,443
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	2,013	1,989
Provision for doubtful accounts	(100)	74
Increase (decrease) in cash attributable to changes in assets and liabilities:		
Accounts receivable	(6,493)	(11,678)
Inventories	1,506	(3,066)
Other current assets	(990)	(585)
Other assets	(104)	(1,999)
Accounts payable and accrued expenses	(7,217)	2,784
Accrued restructuring and non-recurring charges	(315)	3,423
Income taxes, net	5,804	-
Net cash used in operating activities	(1,207)	(3,615)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment and other intangible assets	(2,047)	(7,273)
Net cash used in investing activities	(2,047)	(7,273)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds (repayments) from Credit Facility	1,800	(117)
Payments on economic development revenue bonds	(125)	(100)
Purchase of treasury stock	(2,279)	(1,121)
Proceeds from exercise of warrants and options, net of related expenses	-	13
Proceeds (repayments) of other long-term debt and other liabilities	341	(53)
Net cash used in financing activities	(263)	(1,378)
Effect of exchange rate changes on cash	(85)	(387)
Net decrease in cash and cash equivalents	(3,602)	(12,653)
Cash and cash equivalents at beginning of period	7,538	26,643
Cash and cash equivalents at end of period	$ 3,936	$13,990

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2002
(In thousands, except per share and share data)

	Common Stock				Treasury Stock				
	Shares	Amount at $.01	Additional Paid-in Capital	Retained Earnings	Shares	Amount	Foreign Currency Translation Adjustment	Total	Comprehensive Income
Balance at June 30, 2002	34,075,639	$341	$ 354,822	$ 51,597	306,917	$(3,875)	$ 963	$403,848	
Purchase of treasury shares					155,500	(2,279)		(2,279)	
Non-cash compensation charge			12					12	
Net income for the period				4,689				4,689	$ 4,689
Translation adjustments							(2,237)	(2,237)	(2,237)
Balance at September 30, 2002	34,075,639	$341	$ 354,834	$ 56,286	462,417	$(6,154)	$ (1,274)	$404,033	$ 2,452

See notes to consolidated financial statements.

1. GENERAL

The Hain Celestial Group (herein referred to as "we","us" and "our") is a natural, specialty and snack food company. We are a leader in many of the top natural food categories, with such well-known natural food brands as Celestial Seasonings(R) teas, Hain Pure Foods(R), Westbrae(R), Westsoy(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin'(R), Terra Chips(R), Yves Veggie Cuisine(R), Gaston's(R), Lima(R) and Biomarche(R) in Europe, DeBoles(R), Earth's Best(R), and Nile Spice(R). Our 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).

We operate in one business segment: the sale of natural, organic and other food and beverage products. In our 2002 fiscal year, approximately 54% of our revenues were derived from products that are manufactured within our own facilities with 46% produced by various co-packers. Had the completed sale of our Health Valley manufacturing facility to one of our co-packers (see Note 4) occurred at the beginning of our 2002 fiscal year, approximately 56% of our revenues in such fiscal year would have been derived from products produced at various co-packers.

Certain reclassifications have been made to our previous year's consolidated financial statements to conform them to the current year's presentation.

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

2. BASIS OF PRESENTATION

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States 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 accounting principles generally accepted in the United States. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended September 30, 2002 are not necessarily indicative of the results that may be expected for the year ending June 30, 2003. Please refer to the footnotes to our consolidated financial statements as of June 30, 2002 and for the year then ended included in our Annual Report on Form 10-K for information not included in these condensed footnotes.

3. ADOPTION OF EITF CONSENSUS REGARDING SALES INCENTIVES

Effective January 1, 2002, we adopted various Emerging Issues Task Force (EITF) consensuses related to the accounting for and classification of certain sales incentives. In accordance with these consensuses, we have classified certain sales incentives as a reduction of sales rather than as selling expenses. In order to provide comparable information from period to period, promotional allowances and other sales incentives of $15.1 million in the three-month period ended September 30, 2001 have been reclassified from selling expense to net sales.

4. RESTRUCTURING AND OTHER NON-RECURRING CHARGES

During the fourth quarter of fiscal 2002, we recorded charges aggregating $21.3 million, before taxes, related to the sale (consummated on September 30, 2002) of our Health Valley facility in Irwindale, California and the discontinuation of our supplements business and Weight Watchers licenses.

The Health Valley facility charge, which totaled $11.3 million, included $7.6 million of restructuring and non-recurring charges associated with reduced values of inventories of raw ingredients and packaging, certain lease obligations and other items, and $3.7 million of impairment charges to reduce the Health Valley plant's manufacturing assets to their net realizable value. At June 30, 2002, we accrued $2.1 million of future costs associated with this charge primarily relating to lease exit costs relating to incremental costs and contractual obligations and other facility exit costs expected to be incurred as part of this sale. During the period ended September 30, 2002, approximately $.1 million was charged against this accrual. We anticipate that there may be additional charges of approximately $2 million in fiscal 2003 (none during the three months ended September 30, 2002) for potential severance liabilities and related employee costs and trade items.

We also discontinued our supplements business at Celestial Seasonings, and did not renew our license to sell certain Weight Watchers products. In connection with these discontinuations, we recorded charges of $7.9 million related to supplements principally for inventories, packaging and trade items. The charge for the non-renewal of the Weight Watchers license amounted to $2.1 million. At June 30, 2002, we accrued $3.1 and $1.2 million for future costs associated with the Celestial Seasonings supplements and Weight Watchers license discontinuations, respectively. These future costs primarily relate to sales returns resulting from the discontinuation notification, other trade incentives, employee severance costs and other items. At September 30, 2002, approximately $.2 million has been charged against these accruals in the aggregate.

At September 30, 2002, our balance sheet includes the above-described aggregate of $6.1 million of accrued restructuring and non-recurring charges, substantially all of which are expected to be paid during fiscal 2003.

5. ACQUISITIONS

Our results of operations for the three-month period ended September 30, 2002 include the operations of Lima, N.V., a leading manufacturer and marketer of natural and organic foods located in Belgium, which we acquired in December 2001. Results for the September 2001 period do not include any amounts for Lima. Had the acquisition of Lima occurred at the beginning of the three-month period ended September 30, 2001, our consolidated results of operations for that period would not be materially different than the actual results as presented.

6. INVENTORIES

Inventories consist of the following:

	September 30, 2002	June 30, 2002
Finished goods	$ 33,424	$35,158
Raw materials and packaging	18,474	18,466
	$ 51,898	$53,624

7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	September 30, 2002	June 30, 2002
Land	$ 6,826	$ 6,852
Building and improvements	25,514	25,537
Machinery and equipment	51,504	49,797
Furniture and fixtures	2,395	2,648
Leasehold improvements	1,027	3,218
Construction in progress	1,938	6,012
Health Valley plant assets held for sale (see Note 4)	-	4,769
	89,204	98,833
Less: Accumulated depreciation and amortization	24,504	29,059
	$ 64,700	$ 69,774

8. CREDIT FACILITY

We have available to us a $240 million Credit Facility (the "Credit Facility") which provides us with a $145 million revolving credit facility through March 29, 2005 and a $95 million 364-day facility through March 27, 2003. The Credit Facility is unsecured, but is guaranteed by all of our direct and indirect domestic subsidiaries. We are required to comply with customary affirmative and negative covenants for facilities of this nature. Revolving credit loans under this facility bear interest at a base rate (greater of the applicable prime rate or Federal Funds Rate plus applicable margin) or, at our option, the reserve adjusted LIBOR rate plus an applicable margin. As of September 30, 2002, we had borrowed approximately $4.4 million under the revolving facility with interest at 2.88% (classified within long-term debt instruments). We also borrowed $1.8 million as of September 30, 2002 under the Credit Facility with interest at 4.75% (classified as current portion of debt instruments as it is expected to be repaid in the coming months).

9. EARNINGS PER SHARE

We report basic and diluted earnings per share in accordance with SFAS Statement No. 128, "Earnings Per Share" ("SFAS No. 128"). Basic earnings per share exclude any dilutive effects of options and warrants. Diluted earnings per share include all dilutive common stock equivalents such as stock options and warrants.

The following table sets forth the computation of basic and diluted earnings per share pursuant to SFAS No. 128:

	Three Months Ended September 30,	
	2002	2001
Numerator:		
Numerator for basic and diluted earnings per common share - Net income	$4,689	$5,443
Denominator:		
Denominator for basic earnings per common share - weighted average shares outstanding during the period	33,702	33,665
Effect of dilutive securities:		
Stock options	522	784
Warrants	158	185
	680	969
Denominator for diluted earnings per common share - adjusted weighted average shares and assumed conversions	34,382	34,634
Basic net income per common share	$ 0.14	$ 0.16
Diluted net income per common share	$ 0.14	$ 0.16

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

Overview

We manufacture, market, distribute and sell natural, specialty, organic and snack food products under brand names which are sold as "better-for-you" products. We are a leader in many of the top natural food categories, with such well-known natural food brands as Celestial Seasonings(R) teas, Hain Pure Foods(R), Westbrae(R), Westsoy(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin'(R), Terra Chips(R), Yves Veggie Cuisine(R), Gaston's(R), Lima(R) and Biomarche(R) in Europe, DeBoles(R), Earth's Best(R), and Nile Spice(R). Our 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). Our website can be found at www.hain-celestial.com.

Our products are sold primarily to specialty and natural food distributors, supermarkets, natural food stores, and other retail classes of trade including mass-market stores, food service channels and club stores.

Our brand names are well recognized in the various market categories they serve. We have acquired numerous brands and we will seek future growth through internal expansion as well as the acquisition of additional complementary brands.

Our overall mission is to be a leading marketer and seller of natural, organic, beverage and specialty food products by integrating all of our brands under one management team and employing a uniform marketing, sales and distribution program. Our business strategy is to capitalize on the brand equity and the distribution previously achieved by each of our acquired product lines and to enhance revenues by strategic introductions of new product lines that complement existing products.

Results of Operations

Three months ended September 30, 2002

Net sales for the three months ended September 30, 2002 were $96.4 million, an increase of $6.7 million or 7.5% over net sales of $89.7 million in the September 30, 2001 quarter. Net sales increased by approximately 10% on a comparable basis when adjusted for items that we have recently discontinued (supplements and Weight Watchers products). Approximately 6% of the overall 10% increase in net sales was derived from sales of our Lima/Biomarche businesses which were acquired subsequent to September 30, 2001. The remaining internal growth was derived principally from our Yves, Earth's Best and Health Valley brands.

Gross profit for the three months ended September 30, 2002 was 30.3% of net sales as compared to 29.7% of net sales in the September 30, 2001 quarter. The increase was a result of a more favorable mix of products sold and reduced distribution costs, offset by the expected lower gross profits earned by the aforementioned Lima/Biomarche acquisition. Our gross profits this quarter were additionally hampered by excess capacity issues at our Health Valley manufacturing facility as we prepared it for sale, along with certain costs in Europe related to new business opportunities.

Selling, general and administrative expenses increased by $4.0 million to $21.6 million for the three months ended September 30, 2002 as compared to $17.6 million in the September 30, 2001 quarter. Such expenses as a percentage of net sales amounted to 22.4% for the three months ended September 30, 2002 compared with 19.5% in the September 30, 2001 quarter. The overall increase in dollars and percentage is a result of the added selling, general and administrative costs of $1.8 million brought on by the aforementioned Lima/Biomarche acquisition and higher marketing and other selling costs.

Operating income was $7.7 million in the three months ended September 30, 2002 compared to $9.1 million in the September 30, 2001 quarter. Operating income as a percentage of net sales amounted to 8.0% in the September 2002 quarter, compared with 10.2% in the September 2001 quarter. The dollar and percentage decreases resulted principally from the higher selling, general and administrative costs as described above, offset by higher gross profits.

Interest and other expenses amounted to $.2 million for the three months ended September 30, 2002 compared to $.4 million in the comparable period.

Income before income taxes for the three months ended September 30, 2002 amounted to $7.5 million compared to $8.8 million in the comparable period. This decrease was attributable to the decrease in operating income.

Income taxes remained relatively flat at 38% of pre-tax income for both the three months ended September 30, 2002 and 2001. We expect our tax rate to approximate this rate during the remainder of fiscal 2003.

Net income for the three months ended September 30, 2002 was $4.7 million compared to $5.4 million in the September 30, 2001 quarter. The decrease of $.7 million in earnings was primarily attributable to the aforementioned decrease in income before income taxes.

Liquidity and Capital Resources

We finance our operations and growth primarily with the cash flows we generate from our operations and from borrowings under our Credit Facility.

We have available to us a $240 million Credit Facility which provides us with a $145 million revolving credit facility through March 29, 2005 and a $95 million 364-day facility through March 27, 2003. The Credit Facility is unsecured, but is guaranteed by all direct and indirect domestic subsidiaries. We are required to comply with customary affirmative and negative covenants for facilities of this nature.

This access to capital provides us with flexible working capital needs in the normal course of business and the opportunity to grow our business through acquisitions or develop our existing infrastructure through capital investment.

Net cash used in operations was $1.2 and $3.6 million for the three months ended September 30, 2002 and 2001, respectively. Our working capital and current ratio was $72.6 million and 2.4 to 1, respectively, at September 30, 2002 compared with $70.9 million and 2.3 to 1 respectively, at June 30, 2002. The small improvement was derived principally from better inventory management as we focused on balancing superior service levels while managing inventory turnover effectively.

Net cash used in financing activities was $.3 million and $1.4 million for the three months ended September 30, 2002 and 2001, respectively. In both periods we acquired shares of our common stock in open market purchases as part of our buy back program.

Obligations for all debt instruments, capital and operating leases and other contractual obligations are as follows:

	Payments Due by Period			
	Total	Less than 1 year	1 - 3 years	Thereafter
Debt instruments	$12,284	$ 3,304	$ 6,801	$ 2,179
Capital lease obligations	1,371	634	737	-
Operating leases	21,989	3,309	8,288	10,392
Total contractual cash obligations	$35,644	$ 7,247	$15,826	$12,571

We believe that cash on hand of $3.9 million at September 30, 2002, projected remaining fiscal 2003 cash flows from operations, and availability under our Credit Facility are sufficient to fund our working capital needs, anticipated capital expenditures of $8.0 million for the remainder of fiscal 2003, $6.1 million in costs associated with restructuring and non-recurring charges and the $7.2 million of debt and lease obligations described in the table above. We currently invest our cash on hand in highly liquid short-term investments yielding approximately 1.5% interest.

Critical Accounting Policies

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States. The accounting principles we use require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and amounts of income and expenses during the reporting periods presented. We believe in the quality and reasonableness of our critical accounting policies; however, it is likely that materially different amounts would be reported under different conditions or using assumptions different from those that we have consistently applied. We believe our critical accounting policies are as follows, including our methodology for estimates made and assumptions used.

Valuation of Accounts and Chargeback Receivables

We perform ongoing credit evaluations on existing and new customers daily. We apply reserves for delinquent or uncollectible trade receivables based on a specific identification methodology and also apply a general reserve based on the experience we have with our trade receivables aging categories. Credit losses have been within our expectations over the last few years. While two of our customers represent approximately 30% of our trade receivable balance on an ongoing basis, we believe there is no credit exposure at this time.

Based on cash collection history and other statistical analysis, we estimate the amount of unauthorized deductions that our customers have taken to be repaid and collectible in the near future in the form of a chargeback receivable. While our estimate of this receivable balance could be different had we used different assumptions and judgments, historically our cash collections of this type of receivable has been within our expectations and no significant write-offs and/or impairment has occurred. Our chargebacks receivable (included in trade receivables) balance at September 30, 2002 was $5.4 million as compared to $5 million at June 30, 2002.

There can be no assurance that we would have the same experience with our receivables during different economic conditions, or with changes in business conditions, such as consolidation within the food industry and/or a change the way we market and sell our products.

Inventory

Our inventory is valued at the lower of cost or market. Cost has been derived principally using standard costs utilizing the first-in, first-out method. We provide write-downs for finished goods expected to become non-saleable due to age and specifically identify and reserve for slow moving or obsolete raw ingredients and packaging.

Property, Plant and Equipment

Our property, plant and equipment is carried at cost and depreciated and or amortized on a straight-line basis over the lesser of the estimated useful lives or lease life, whichever is shorter. We believe the asset lives assigned to our property, plant and equipment are within ranges/guidelines generally used in food manufacturing and distribution businesses. Our manufacturing plants and distribution centers, and their related assets, are periodically reviewed to determine if any impairment exists by analyzing underlying cash flow projections. At this time, we believe no impairment exists on the carrying value of such assets.

Revenue Recognition

Sales are recognized upon the shipment of finished goods to customers. Allowances for cash discounts and returns are recorded in the period in which the related sale is recognized.

Seasonality

Our tea business consists primarily of manufacturing and marketing hot tea products and, as a result, its quarterly results of operations reflect seasonal trends resulting from increased demand for its hot tea products in the cooler months of the year. This is also true for our soups and hot cereals businesses, but to a lesser extent. Quarterly fluctuations in our sales volume and operating results are due to a number of factors relating to our business, including the timing of trade promotions, advertising and consumer promotions and other factors, such as seasonality, abnormal and inclement weather patterns and unanticipated increases in labor, commodity, energy, insurance or other operating costs. The impact on sales volume and operating results, due to the timing and extent of these factors, can significantly impact our business. For these reasons, you should not rely on our quarterly operating results as indications of future performance. In some future periods, our operating results may fall below the expectations of securities analysts and investors, which could harm our business.

Inflation

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

Note Regarding Forward Looking Information

Certain statements contained in this Quarterly Report constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Sections 21E of the Exchange Act. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, levels of activity, performance or achievements of the Company, or industry results, to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, the ability of the Company to implement its business and acquisition strategy; the ability to effectively integrate its acquisitions; the ability of the Company to obtain financing for general corporate purposes; competition; availability of key personnel, and changes in, or the failure to comply with governments regulations. As a result of the foregoing and other factors, no assurance can be given as to the future results, levels of activity and achievements and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the reported market risks since the end of the most recent fiscal year.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer have reviewed our disclosure controls and procedures within 90 days prior to the filing of this report. Based upon this review, these officers believe that our disclosure controls and procedures are effective in ensuring that material information related to us is made known to them by others within the company.

(b) Changes in Internal Controls.

There were no significant changes in our internal controls or in other factors that could significantly affect these controls during the quarter covered by this report or from the end of the reporting period to the date of this Form 10-Q.

Part II - OTHER INFORMATION

ITEM 6. - EXHIBITS AND REPORTS ON FORM 8-K

Reports on Form 8-K

In a presentation to investors on September 4, 2002, we reaffirmed and presented our quarterly and full fiscal year 2003 net sales and earnings guidance.

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 CELESTIAL GROUP, INC.

Date: November 14, 2002

/s/ Irwin D. Simon

Irwin D. Simon,
President and Chief
Executive Officer

Date: November 14, 2002

/s/ Ira J. Lamel

Ira J. Lamel,
Executive Vice President,
Chief Financial Officer and Treasurer

CERTIFICATIONS

I, Irwin D. Simon, President and Chief Executive Officer of The Hain Celestial Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Hain Celestial Group, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    (c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Irwin D. Simon

Irwin D. Simon
President and Chief Executive Officer

CERTIFICATIONS

I, Ira J. Lamel, Chief Financial Officer of The Hain Celestial Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Hain Celestial Group, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Ira J. Lamel

Ira J. Lamel
Chief Financial Officer

Exhibit 99.1

Certification Pursuant to Chapter 63, Title 18 United States Code ss.1350
As Adopted by Section 906 of the Sarbanes-Oxley Act of 2002
Accompanying Quarterly Report on Form 10-Q of
The Hain Celestial Group, Inc. for the Quarter Ended September 30, 2002

I, Irwin D. Simon, President and Chief Executive Officer of The Hain Celestial Group, Inc. (the "Company"), certify that the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2002 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2002

/s/ Irwin D. Simon

Irwin D. Simon
President and Chief Executive Officer

Exhibit 99.2

Certification Pursuant to Chapter 63, Title 18
United States Code ss.1350 As Adopted by
Section 906 of the Sarbanes-Oxley Act of
2002 Accompanying Quarterly Report on Form 10-Q of
The Hain Celestial Group, Inc. for the Quarter Ended September 30, 2002

I, Ira J. Lamel, Chief Financial Officer of The Hain Celestial Group, Inc. (the "Company"), certify that the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2002 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2002

/s/ Ira J. Lamel

Ira J. Lamel
Chief Financial Officer