

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

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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): September 14, 2007

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**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.)

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**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)

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**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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 14, 2007, The Hain Celestial Group, Inc. (the "Company") received a Nasdaq Staff Determination letter indicating that the Company is not in compliance with the filing requirements for continued listing set forth in Marketplace Rule 4310(c)(14) due to the fact that it did not timely file its Form 10-K for its fiscal year ended June 30, 2007 and, as a result, the Company's securities are subject to delisting from The Nasdaq Global Select Market. The Company has requested a hearing before a Nasdaq Listing Qualifications Panel to review the Staff Determination. There can be no assurance the Panel will grant the Company's request for continued listing. Pending a decision by the Panel, the Company's shares will remain listed on The Nasdaq Global Select Market.

A copy of the press release announcing the Company's receipt of the Nasdaq Staff Determination letter and the Company's response is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 20, 2007.

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**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: **September 20, 2007**

THE HAIN CELESTIAL GROUP, INC.

(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and

Chief Financial Officer

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

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

**THE HAIN CELESTIAL GROUP  
RECEIVES NOTICE FROM NASDAQ  
DUE TO DELAY IN FILING OF FORM 10-K**

**Melville, NY, September 20, 2007**—The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading natural and organic food and personal care products company, announced today that, as anticipated it received, on September 14, 2007, a NASDAQ Staff Determination letter indicating that it is not in compliance with the filing requirements for continued listing as set forth in Marketplace Rule 4310(c)(14). As a result, the Company has requested a hearing before a NASDAQ Listing Qualifications Panel. Pending a decision by the Panel, Hain Celestial shares will remain listed on The NASDAQ Stock Market. There can be no assurance that the Panel will grant the Company's request for continued listing.

As previously announced, Hain Celestial is conducting an independent review of the Company's stock option practices. This review is being conducted at the direction of a group of independent directors with the assistance of independent legal counsel and experts retained by counsel and is substantially complete. However, the timing of that completion has resulted in a delay in finalizing the Company's annual report on Form 10-K. The Company is working diligently through this process and intends to file its Form 10-K in the near future. The Company believes that any adjustments that have been identified in the review will not affect the Company's previously released results of operations for the year ended June 30, 2007.

**The Hain Celestial Group**

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Melville, NY, is a leading natural and organic food and personal care products company in North America and Europe. Hain Celestial participates in almost all natural food categories with well-known brands that include Celestial Seasonings®, Terra Chips®, Garden of Eatin'®, Health Valley®, WestSoy®, Earth's Best®, Arrowhead Mills®, DeBoles®, Hain Pure Foods®, FreeBird™, Plainville Farms™, Hollywood®, Spectrum Naturals®, Spectrum Essentials®, Walnut Acres Organic™, Imagine Foods™, Rice Dream®, Soy Dream®, Rosetto®, Ethnic Gourmet®, Yves Veggie Cuisine®, Linda McCartney®, Realeat®, Lima®, Grains Noirs®, Natumi®, JASON®, Zia® Natural Skincare, Avalon Organics®, Alba Botanica® and Queen Helene®. For more information, visit [www.hain-celestial.com](http://www.hain-celestial.com).

**Safe Harbor Statement**

This press release contains forward-looking statements within and constitutes a "Safe Harbor" statement under the Private Securities Litigation Act of 1995. Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve known and unknown risks and uncertainties, which could cause our actual results to differ materially from those described in the forward-looking statements. These risks include but are not limited to general economic and business conditions; the ability to implement business and acquisition strategies and integrate acquisitions; competition; retention of key personnel; the results of the stock options review described above; compliance with government regulations, including the rules on proxy solicitations when necessary or required, 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, 2006.

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