
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3240619
(I.R.S. Employer
Identification No.)

**58 South Service Road
Melville, New York**
(Address of principal executive offices)

11747
(Zip Code)

THE HAIN CELESTIAL GROUP, INC.
Amended and Restated 2002 Long Term Incentive and Stock Award Plan
(Full title of the plan)

Irwin D. Simon
**Chairman of the Board,
President and Chief Executive Officer**
The Hain Celestial Group, Inc.
**58 South Service Road
Melville, New York 11747**
(Name and address of agent for service)

(631) 730-2200
(Telephone number, including area code, of agent for service)

Copy to:
Roger Meltzer, Esq.
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020
Telephone: (212) 335-4500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.01 par value	1,700,000 shares (3)	\$29.34	\$49,878,000	\$5,790.84

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement covers any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Computed in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, by averaging the high and low sales prices of the Registrant's common stock reported on the Nasdaq Global Select Market on March 8, 2011. The registration fee is calculated only with respect to the additional securities registered on this Registration Statement.
- (3) Represents additional shares of Common Stock issuable pursuant to The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan.

EXPLANATORY NOTE

The Hain Celestial Group, Inc. (“**Hain**” or the “**Registrant**”) has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “**Securities Act**”), to register an additional 1,700,000 shares of common stock authorized for issuance under the Registrant’s Amended and Restated 2002 Long Term Incentive and Stock Award Plan (the “**2002 Plan**”). A registration statement on Form S-8 (File No. 333-102017) was filed with the Securities and Exchange Commission (the “**Commission**”) on December 19, 2002, covering the registration of 1,600,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-111881) was filed with the Commission on January 13, 2004, covering the registration of an additional 1,500,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-140180) was filed with the Commission on January 24, 2007, covering the registration of an additional 2,750,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-158357) was filed with the Commission on April 1, 2009, covering the registration of an additional 600,000 shares of common stock authorized for issuance under the 2002 Plan. A registration statement on Form S-8 (File No. 333-166773) was filed with the Commission on May 12, 2010, covering the registration of an additional 2,100,000 shares of common stock authorized for issuance under the 2002 Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 1,700,000 shares of common stock under the 2002 Plan. Pursuant to such Instruction E, the contents of the registration statements on Form S-8 (File Nos. 333-102017, 333-111881, 333-140180, 333-158357 and 333-166773) are incorporated herein by reference. The current registration of 1,700,000 shares will increase the number of shares of common stock registered under the 2002 Plan from 8,550,000 shares to 10,250,000.

EXHIBITS

The following exhibits are filed as part of this Registration Statement:

- 4.1 The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan (1)
- 4.2 Amended and Restated Certificate of Incorporation (2)
- 4.3 Specimen of common stock certificate (3)
- 5.1 Legal opinion of DLA Piper LLP (US) +
- 23.1 Consent of Ernst & Young LLP +
- 23.2 Consent of DLA Piper LLP (US) (contained in Exhibit 5.1)

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- (1) Filed as Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on November 22, 2010 and incorporated herein by reference.
 - (2) Filed as Exhibit 3.1 to Amendment No. 1 to the Registration Statement on Form S-4 (Commission File No. 333-33830) filed by the Registrant with the Commission on April 24, 2000 and incorporated herein by reference.
 - (3) Filed as Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-4 (Commission File No. 333-33830) filed by the Registrant with the Commission on April 24, 2000 and incorporated herein by reference.
- + Filed herewith.

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March 9, 2011

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for The Hain Celestial Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the issuance from time to time of up to 1,700,000 additional shares of the Company's Common Stock, par value \$0.01 per share (the "Shares") pursuant to awards granted or to be granted under the Company's Amended and Restated 2002 Long Term Incentive and Stock Award Plan (the "Plan").

In connection herewith, and as a basis for the opinion hereinafter set forth, we have examined and relied without independent investigation upon originals or copies certified or otherwise identified to our satisfaction of the following (collectively, the "Documents"):

1. The Registration Statement;
2. The Plan;
3. The Company's Amended and Restated Certificate of Incorporation, as in effect on the date hereof, certified by an officer of the Company;
4. The Amended and Restated By-Laws of the Company, as in effect on the date hereof, certified by an officer of the Company;
5. Minutes of all pertinent meetings and actions of the Board of Directors of the Company and of the Compensation Committee of the Board of Directors of the Company relating to the approval of the Plan, the issuance of the Shares and the filing of the Registration Statement certified by an officer of the Company;
6. A short-form good standing certificate of the Company, dated as of a recent date, issued by the Secretary of State of the State of Delaware; and
7. A certificate executed by an officer of the Company, dated as of the date hereof, as to



certain factual matters.

In rendering this opinion, we have assumed, without independent investigation, the following: (i) the genuineness of all signatures on all Documents; (ii) each individual executing any of the Documents, whether on behalf of such individual or an entity, is legally competent to do so; (iii) the due authority of the parties signing any of the Documents on behalf of a party (other than the Company); (iv) the authenticity of all Documents submitted to us as originals; (v) the conformity to the originals of all Documents submitted to us as certified or photostatic copies; (vi) all public records reviewed or relied upon by us are true and complete; (vii) all statements and information contained in the Documents are true and complete; (viii) there has been no oral or written modification or amendments to the Documents by action or omission of the parties or otherwise. We have also assumed that the offer and sale of the Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan and that the issuance of the Shares, together with any other outstanding shares of Common Stock will not cause the Company to issue shares of Common Stock in excess of the number of such shares authorized under its Amended and Restated Certificate of Incorporation. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized but unissued and otherwise unreserved capital stock a sufficient number of shares of Common Stock as were approved by the Company's stockholders for issuance under the Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan.

We do not express any opinion herein concerning any law 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). No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us at and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof, or (ii) to reflect any facts or circumstances which may hereafter come to our attention after the date hereof.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that, with respect to the Shares to be issued after the filing of the Registration Statement, the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Registration Statement and the Plan, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and the use of our name wherever it appears in the Registration Statement. In giving



this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Commission promulgated thereunder or Item 509 of Regulation S-K.

This opinion is solely for your use with the Registration Statement and may not be delivered to, quoted to, or relied on in any manner by any other person or entity or in any other connection, without, in each instance, our prior written approval.

Very truly yours,

/s/ DLA Piper LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan of our reports dated August 30, 2010, with respect to the consolidated financial statements and schedule of The Hain Celestial Group, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of The Hain Celestial Group, Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended June 30, 2010, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Jericho, New York
March 9, 2011