

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)  
April 24, 1998

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

Delaware	0-22818	22-3240619
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
50 Charles Lindbergh Boulevard Uniondale, New York		11553
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(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (516) 237-6200

Item 5. Other Events

On April 24, 1998, the Company announced that it had executed a purchase agreement pursuant to which the Company would acquire four leading natural food businesses from The Shansby Group and other owners. The companies to be acquired are Arrowhead Mills, Inc., DeBoles Nutritional Foods, Inc., Dana Alexander Inc. and Garden of Eatin', Inc.

Under the terms of the purchase agreement, the Company has the option to pay the aggregate purchase price of \$80 million in either all cash or a combination of cash and shares of its Common Stock, par value \$.01 per share (the "Common Stock"), including the assumption of \$20 million in debt. Consummation of the acquisitions is subject to certain conditions, including satisfaction of the applicable requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and clearance of the issuance of the shares of Common Stock constituting cash merger consideration from the Securities and Exchange Commission.

A copy of a press release issued by the Company on April 24, 1998 is attached hereto as Exhibit 20 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
20	Press release dated April 24, 1998

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.

THE HAIN FOOD GROUP, INC.

Dated: April 24, 1998

By: /s/ Irwin D. Simon  
-----  
Irwin D. Simon  
President and Chief  
Executive Officer

EXHIBIT INDEX

Number	Description
20	Press release dated April 24, 1998

NEWS RELEASE

THE HAIN FOOD GROUP  
 50 Charles Lindbergh Blvd.  
 Uniondale, NY 11553  
 (516) 237-6200  
 Fax: (516) 237-6240

For Further Information

Please Contact:

Jack Kaufman, Chief Financial Officer  
 The Hain Food Group  
 (516) 237-6200

Roger Spencer/Philip Thomas  
 The P.L. Thomas Group  
 (312) 905-8060

FOR IMMEDIATE RELEASE

THE HAIN FOOD GROUP, INC. AGREES TO ACQUIRE FOUR  
 NATURAL FOOD BUSINESSES FOR \$80 MILLION

UNIONDALE, NY, April 24, 1998 -- The Hain Food Group, Inc. ("Hain") (Nasdaq: HAIN) announced that it has signed a purchase agreement to acquire four leading natural food businesses from The Shansby Group and other owners. The companies to be acquired are Arrowhead Mills, Inc., DeBoles Nutritional Foods, Inc., Dana Alexander Inc., manufacturers and marketers of Terra Chips, and Garden of Eatin', Inc. The aggregate purchase price for all of the businesses is \$80 million, including the assumption of \$20 million in debt. Hain has the option to pay either all cash or a combination of cash and common stock. The acquisitions are expected to close on or around June 2, 1998, subject to obtaining the customary regulatory approvals, according to Irwin D. Simon, President and Chief Executive Officer.

Arrowhead Mills, which was founded in 1960, is a leading manufacturer and marketer of high quality natural and organic foods under the Arrowhead name, including several brand leaders in the cereal, flour and baking mix, packaged grain and nut butter categories. DeBoles has been in business for over 65 years and is the leading pasta producer in the natural food industry. Dana Alexander Inc. was founded in 1987 and has been a successful innovator, manufacturer and marketer of all-natural gourmet vegetable chips sold under the Terra Chips brand name. The Garden of Eatin' brand, which was founded in

1980, includes category leading natural tortilla, corn chips and other snack foods.

Mr. Simon commented, "This acquisition, following closely on our recent acquisition of Westbrae Natural, is a major accomplishment and solidifies our role as the leading natural food company. It brings us close to approximately \$200 million proforma annual sales. The brands we are acquiring represent an ideal strategic fit and include important natural food categories in which we do not currently participate, complement our existing categories, and enhance our sales base with our existing customers."

"We will be the leader in many natural food sectors and there are tremendous synergies between the brands we are acquiring and our existing product lines. We anticipate that these acquisitions will lead to significant efficiencies and cost savings in sales, marketing, manufacturing and distribution, and will add to the current profitability of these product lines. We are also bringing aboard experienced and talented managers and executives to complement our already strong team," Mr. Simon concluded.

Certain of the statements in this press release are forward-looking in nature and, accordingly, are subject to risks and uncertainties. The actual results achieved may differ from those described or contemplated.

The Hain Food Group, headquartered in Uniondale, NY, is a specialty food company which has "better for you" product lines comprised of the following key brands: Hain Pure Foods(R) (an all-natural food brand including rice cakes and other natural foods); Westbrae(R), Westsoy(R), Little Bear(R) and Bearitos(R) (natural non-dairy beverages, snacks and other natural foods); Estee(R)

(sugar-free and fructose-sweetened products); Hollywood(R) (safflower, canola and peanut oils, mayonnaise and margarine); Kineret(R) (kosher foods); Featherweight(R) (low-sodium foods); Farm Foods(R) (frozen vegetarian products); Boston Better Snacks(R) (snack foods); Weight Watchers(R) (dry and refrigerated food products); and Alba(R) (dry milk mixes and shakes).