

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)
August 7, 1996

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

Delaware

0-22818

22-3240619

(State or other jurisdiction
of Incorporation)

(Commission
File Number)

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

50 Charles Lindbergh Boulevard, Uniondale, NY

11553

(Address of principal executive offices)

(Zip Code)

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

Item 5. Other Events

On June 11, 1996, the Board of Directors of the Company, subject to the requisite approval of the Company's bank lenders, adopted a Common Stock repurchase program authorizing the Company to repurchase up to \$2 million of the Company's common stock. At a current trading price of approximately \$3.50 per share, a repurchase of \$2 million of common stock would amount to approximately 550,000 shares, or approximately six percent of the 8.867 million shares currently outstanding. The purchases may be made, at management's discretion, through open market purchases, block purchases and privately negotiated transactions. Purchases may begin immediately and continue from time to time.

The Board of Directors approved the repurchase program because of the Company's strong financial position and its belief that the Company's shares are undervalued in relation to the Company's performance.

On August 7, 1996, the Company received approval for the stock repurchase program from its bank lenders.

SIGNATURE

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 FOOD GROUP, INC.

By: Jack Kaufman

Jack Kaufman
Vice President-Finance
Chief Financial Officer

Date: August 13, 1996