

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

HAIN FOOD GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 par Value

(Title of Class of Securities)

405219106

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 30, 1997

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)
Page 1 of 12 Pages

Page 2 of 12 Pages

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Soros Fund Management LLC

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items (d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,246,000/1/

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
 [x]

13 Percent of Class Represented By Amount in Row (11)

14.56%

14 Type of Reporting Person*

00; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

George Soros (in the capacity described herein)
- 2 Check the Appropriate Box If a Member of a Group*
a.
b.
- 3 SEC Use Only
- 4 Source of Funds*

AF
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items (d) or 2(e)
- 6 Citizenship or Place of Organization

Delaware
- | | | | |
|--|----|--------------------------|---|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power | 0 |
| | 8 | Shared Voting Power | 0 |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,246,000/1/
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

14.56%
- 14 Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person
 Stanley F. Druckenmiller (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group*
 a.
 b.

3 SEC Use Only

4 Source of Funds*
 AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
 Items 2(d) or 2(e)

6 Citizenship or Place of Organization
 United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,246,000/1/

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)
 14.56%

14 Type of Reporting Person*
 IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

White Rock Capital, L.P.
- 2 Check the Appropriate Box If a Member of a Group*
a.
b.
- 3 SEC Use Only
- 4 Source of Funds*

WC
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization

Texas
- | | | |
|--|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
1,396,000 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
1,396,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,396,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

16.31%
- 14 Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Thomas U. Barton

2 Check the Appropriate Box If a Member of a Group*
a.
b.

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 55,000
	8	Shared Voting Power 1,396,000
	9	Sole Dispositive Power 55,000
	10	Shared Dispositive Power 1,396,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,451,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented By Amount in Row (11)
16.96%

14 Type of Reporting Person*

IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Joseph U. Barton
- 2 Check the Appropriate Box If a Member of a Group*
a.
b.
- 3 SEC Use Only
- 4 Source of Funds*

AF
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization

United States
- | | | |
|--|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
25,000 |
| | 8 | Shared Voting Power
1,396,000 |
| | 9 | Sole Dispositive Power
25,000 |
| | 10 | Shared Dispositive Power
1,396,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,421,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented By Amount in Row (11)

16.61%
- 14 Type of Reporting Person*

IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2 to Schedule 13D relates to shares of Common Stock, \$.01 par value per share (the "Shares"), of Hain Food Group, Inc. (the "Issuer"). This Amendment No. 2 supplementally amends the initial statement on Schedule 13D dated February 18, 1997, filed by the Reporting Persons (as defined herein), and Amendment No. 1 thereto dated July 11, 1997, filed by the Reporting Persons (collectively, the "Initial Statement"). This Amendment No. 2 is being filed by the Reporting Persons to report the recent acquisition of Shares for the accounts of Quasar International Partners C.V., a Netherlands Antilles limited partnership ("Quasar Partners") and Collins Capital Diversified Fund, L.P., a Delaware limited partnership ("Collins Capital"), as a result of which the percentage of Shares of which the Reporting Persons may be deemed to be the beneficial owner has increased by more than one percent. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

Item 3. Source and Amount of Funds or Other Consideration.

White Rock expended approximately \$774,349 of the working capital of Quasar Partners to purchase the Shares reported herein as being acquired since July 11, 1997, the date of the last filing on Schedule 13D relating to the Shares. White Rock expended approximately \$85,192 of the working capital of Collins Capital to purchase the Shares reported herein as being acquired since July 11, 1997, the date of the last filing on Schedule 13D relating to the Shares.

The Shares (and securities derivative thereof) held for the accounts of Quasar Partners, other SFM Clients, Collins Capital, White Rock, Thomas U. Barton and Joseph U. Barton may be held through margin accounts maintained with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firm's credit policies. The Shares which may be held in the margin accounts are pledged as collateral security for the repayment of debit balances in the respective accounts.

Item 5. Interest in Securities of the Issuer.

(a) (i) As a consequence SFM LLC's ability to terminate the White Rock Contract with respect to all investments, including those involving the Shares, and acquire voting and dispositive power over the Shares within 60 days, notwithstanding the fact that none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises such power, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed the beneficial owner of the 1,246,000 Shares held for the account of Quasar Partners (approximately 14.56% of the total number of Shares outstanding).

(ii) White Rock may be deemed the beneficial owner of 1,396,000 Shares (approximately 16.31% of the total number of Shares outstanding). This number consists of (1) 1,246,000 Shares held for the account of Quasar Partners and (2) 150,000 Shares held for the account of Collins Capital.

(iii) Thomas U. Barton may be deemed the beneficial owner of 1,451,000 Shares (approximately 16.96% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 1,246,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, and (3) 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton may be deemed the beneficial owner of 1,421,000 Shares (approximately 16.61% of the total number of Shares outstanding). This number consists of (1) 1,246,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital and (3) 25,000 Shares held for his account.

(b) (i) White Rock, Thomas U. Barton and Joseph U. Barton are currently vested with shared power to direct the voting and disposition of the 1,246,000 Shares held for the account Quasar Partners as a result of the White Rock Contract and the positions of Thomas U. Barton and Joseph U. Barton as the general partners of White Rock. SFM LLC has the contractual authority on behalf of Quasar Partners to terminate the White Rock Contract within 60 days and, as a result, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to have the ability to acquire the voting and dispositive power held by White Rock with respect to the 1,246,000 Shares.

(ii) White Rock, Thomas U. Barton and Joseph U. Barton are currently vested with shared power to direct the voting and disposition of the 150,000 Shares held for the account of Collins Capital.

(iii) Thomas U. Barton is currently vested with the sole power to direct the voting and disposition of the 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton is currently vested with the sole power to direct the voting and disposition of the 25,000 Shares held for his account.

(c) Except for the transactions disclosed on Annex A hereto, all of which were effected in the over-the-counter market in routine brokerage transactions, there have been no transactions with respect to the Shares since July 11, 1997, the date of the last filing on Schedule 13D relating to the Shares, by any of the Reporting Persons, Collins Capital or Quasar Partners.

(d) (i) The partners of Quasar Partners, including Quasar International Fund N.V., a Netherlands Antilles corporation, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares, held for the account of Quasar Partners in accordance with their partnership interests in Quasar Partners.

(ii) The partners of Collins Capital have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by Collins Capital in accordance with their partnership interests in Collins Capital.

(iii) Thomas U. Barton has the sole right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(iv) Joseph U. Barton has the sole right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for his account.

(e) Not applicable.

SFM LLC, Mr. Soros and Mr. Druckenmiller expressly disclaim beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the SFM Clients. White Rock expressly disclaims

beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the White Rock Clients. Thomas U. Barton expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for his personal account or the accounts of the White Rock Clients. Joseph U. Barton expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for his personal account or the accounts of the White Rock Clients.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 5, 1997

SOROS FUND MANAGEMENT LLC

By: _____
Michael C. Neus
Assistant General Counsel

GEORGE SOROS

By: _____
Michael C. Neus
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: _____
Michael C. Neus
Attorney-in-Fact

WHITE ROCK CAPITAL, L.P.

By: _____
Thomas U. Barton
General Partner

Thomas U. Barton

Joseph U. Barton

ANNEX A

RECENT TRANSACTIONS IN THE COMMON STOCK OF
HAIN FOOD GROUP, INC.

For the Account of	Date of Transaction	Nature of Transaction	Number of Shares	Price Per Share
Quasar Partners ¹	07/11/97	Buy	50,000	5.848
	07/14/97	Buy	10,000	6.096
	07/30/97	Buy	59,300	7.099
Collins Capital	07/30/97	Buy	12,000	7.099

- - - - -
1 Transactions effected at the direction of White Rock Capital, L.P.