

**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	600,000 shares (3)	\$ 14.445	\$ 8,667,000	\$ 483.62

- (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) 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 27, 2009.
- (3) Represents 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 600,000 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 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 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 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 600,000 shares 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 and 333-140180) are incorporated herein by reference. The current registration of 600,000 shares will increase the number of shares registered under the 2002 Plan from 5,850,000 shares to 6,450,000 shares.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended June 30, 2008, filed with the Commission on August 29, 2008 (the “*Annual Report*”);
- (b) Amendment No. 1 to the Annual Report on Form 10-K/A filed, with the Commission on October 28, 2008;
- (c) the Registrant’s Quarterly Report on Form 10-Q for the period ended September 30, 2008, filed with the Commission on November 10, 2008;
- (d) the Registrant’s Quarterly Report on Form 10-Q for the period ended December 31, 2008, filed with the Commission on February 9, 2009;
- (e) the Registrant’s Current Reports on Form 8-K filed with the commission on August 19, 2008, January 7, 2009, March 2, 2009 and March 17, 2009; and
- (f) the description of the Registrant’s common stock contained in its registration statement on Form 8-A/A dated November 12, 1993, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this

Registration Statement and to be a part of this Registration Statement from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel.**

Certain legal matters with respect to the issuance of the securities offered hereby will be passed upon for the Registrant by DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020. DLA Piper LLP (US) acts as the Registrant's regular outside counsel. Roger Meltzer, a partner of DLA Piper LLP (US), is also a member of the Registrant's board of directors. Mr. Meltzer receives compensation as a board member.

**Item 8. 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)
- 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)
- 24.1 Power of Attorney (included on signature page hereto)

(1) Filed as Exhibit 4.1 to the Form 8-K filed by the Registrant with the Commission on March 2, 2009 and incorporated herein by reference.

+ Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville, State of New York, on April 1, 2009.

THE HAIN CELESTIAL GROUP, INC.

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below in so signing also makes, constitutes and appoints Irwin D. Simon and Ira J. Lamel, and each of them acting alone, his true and lawful attorney-in-fact, with full power of substitution, for him in any and all amendments and post-effective amendments to this registration statement, and any registration statement or statements on Form S-8 to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to shares of common stock of the Company to be issued under The Hain Celestial Group, Inc. Amended and Restated 2002 Long Term Incentive and Stock Award Plan, and to file the same (including any amendments to such registration statement and any additional registration statements filed in accordance with General Instruction E to Form S-8 to register additional securities), and all post-effective amendments thereto, together with exhibits to any such registration statements or amendments and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or said attorney-in-fact's substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed as of April 1, 2009, by the following persons in the capacities indicated.

<u>Name</u>	<u>Title</u>
<u>/s/ Irwin D. Simon</u> Irwin D. Simon	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Ira J. Lamel</u> Ira J. Lamel	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Michael J. Speiller</u> Michael J. Speiller	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Barry J. Alperin</u> Barry J. Alperin	Director
<u>/s/ Richard C. Berke</u> Richard C. Berke	Director
<u>/s/ Beth L. Bronner</u> Beth L. Bronner	Director
<u>/s/ Jack Futterman</u> Jack Futterman	Director
<u>/s/ Daniel R. Glickman</u> Daniel R. Glickman	Director
<u>/s/ Marina Hahn</u> Marina Hahn	Director

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/s/ Andrew R. Heyer  
Andrew R. Heyer

Director

/s/ Roger Meltzer  
Roger Meltzer

Director

/s/ Lewis D. Schiliro  
Lewis D. Schiliro

Director

/s/ Larry S. Zilavy  
Larry S. Zilavy

Director

## INDEX TO EXHIBITS

<u>Exhibit No</u>	<u>Description</u>
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23.1	Consent of Ernst & Young LLP +
23.2	Consent of DLA Piper LLP (US) (contained in Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)

(1) Filed as Exhibit 4.1 to the Form 8-K filed by the Registrant with the Commission on March 2, 2009 and incorporated herein by reference.  
+ Filed herewith.

[DLA Piper LLP (US) Logo]

April 1, 2009

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 600,000 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, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the Plan, the Certificate of Incorporation, as amended, and By-Laws of the Company as now in effect and 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.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and 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. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized 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, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

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. 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 or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (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 28, 2008, with respect to the consolidated financial statements and schedule of The Hain Celestial Group, Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended June 30, 2008, and the effectiveness of internal control over financial reporting of The Hain Celestial Group, Inc. and Subsidiaries, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Melville, New York

April 1, 2009