

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)  
May 7, 2002

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

Delaware  
(State or other jurisdiction  
of incorporation)

0-22818  
(Commission  
File Number)

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

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58 South Service Road  
Melville, New York

11747  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (631) 730-2200  
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Item 5. Other Events

On May 7, 2002, on its conference call with analysts discussing third quarter results The Hain Celestial Group, Inc. (the "Company") revised previous guidance and announced that it expects earnings for the fourth quarter ended June 30, 2002 to be between \$0.09 and \$0.13 per share. In addition, the Company announced revenue growth objectives for fiscal 2003 of 14% to 16%. No earnings per share guidance for fiscal 2003 was given.

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 CELESTIAL GROUP, INC.

Dated: May 10, 2002

By: /s/ Ira J. Lamel

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Name: Ira J. Lamel  
Title: Executive Vice President and  
Chief Financial Officer