

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 2) *

THE HAIN FOOD GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

405219106

(CUSIP Number)

December 31, 1998

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 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)
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SCHEDULE 13G

CUSIP No. 405219106

Page 2 of 9 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

SOROS FUND MANAGEMENT LLC

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

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5 6 7 8	Sole Voting Power 0 Shared Voting Power 0 Sole Dispositive Power 0 Shared Dispositive Power 0
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9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares*
[x]

11 Percent of Class Represented By Amount in Row (9)
9.87%

12 Type of Reporting Person*
OO; IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

/1/ See Item 4(a).

1 Name of Reporting Person
 I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

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 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
 Shares*

11 Percent of Class Represented By Amount in Row (9)

9.87%

12 Type of Reporting Person*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1/1/ See Item 4(a).

1 Name of Reporting Person
 I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

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 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,326,000/1/

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
 Shares*

11 Percent of Class Represented By Amount in Row (9)

9.87%

12 Type of Reporting Person*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

/1/ See Item 4(a).

Item 1(a) Name of Issuer:

The Hain Food Group, Inc. (the "Issuer").

Item 1(b) Address of the Issuer's Principal Executive Offices:

50 Charles Lindbergh Blvd., Uniondale, New York 11553.

Item 2(a) Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"),
- (ii) Mr. George Soros ("Mr. Soros"), and
- (iii) Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller").

This Statement relates to Shares that were acquired by White Rock Management, L.P., a Texas limited partnership ("White Rock Management") on behalf of certain institutional clients (the "White Rock Clients"), including, but not limited to, Quasar International Partners C.V., a Netherlands Antilles limited partnership ("Quasar Partners"). SFM LLC, a Delaware limited liability company, serves as principal investment manager to Quasar Partners and as such, has been granted investment discretion over portfolio investments, including the Shares, held for the account of Quasar Partners. Mr. Soros is the Chairman of SFM LLC. Mr. Druckenmiller is the Lead Portfolio Manager and a Member of the Management Committee of SFM LLC. SFM LLC, on behalf of Quasar Partners, has granted investment discretion to White Rock Management, pursuant to an investment advisory contract between Quasar Partners and White Rock Management (the "White Rock Contract"). The Shares currently held for the account of Quasar Partners were acquired at the direction of White Rock Management, and none of SFM LLC, Mr. Soros and Mr. Druckenmiller currently exercises voting or dispositive power over the Shares.

Pursuant to a combination of Quasar International Fund N.V. ("Quasar Fund") with and into Quantum Industrial Holdings Ltd. ("QIH") effective February 1, 1999, portfolio investments previously held indirectly by Quasar Fund were transferred to, and are held indirectly by, QIH. Soros Fund Management LLC, is principal investment manager to both Quasar Partners and QIH, and remains the principal investment manager of such portfolio investments.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of SFM LLC, Mr. Soros and Mr. Druckenmiller is 888 Seventh Avenue, 33rd Floor, New York, NY 10106.

Item 2(c) Citizenship:

- i) SFM LLC is a Delaware limited liability company;
- ii) Mr. Soros is a United States citizen; and
- iii) Mr. Druckenmiller is a United States citizen.

Item 2(d) Title of Class of Securities:

 Common Stock, \$0.01 par value (the "Shares").

Item 2(e) CUSIP Number:

 405219106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

 This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

 As of February 11, 1999, each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

 (i) As a consequence of 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 to be the beneficial owner of the 1,326,000 Shares held for the account of Quasar Partners.

Item 4(b) Percent of Class:

 The number of Shares of which each of SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to be the beneficial owner constitutes approximately 9.87% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

SFM LLC/1/

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

Mr. Soros/1/

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

Mr. Druckenmiller/1/

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

/1/ See Item 4(a).

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

(i) The partners of Quasar Partners, including Quantum Industrial Partners LDC, a Cayman Islands limited duration company, 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.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each signatory certifies that, to the best of his/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 12, 1999

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Assistant General Counsel

Date: February 12, 1999

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

Date: February 12, 1999

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact