

THE HAIN FOOD GROUP, INC.
Common Stock

The selling stockholders identified in this prospectus are offering for resale under this prospectus shares of our common stock to be issued upon conversion of up to an aggregate principal amount of \$10 million of our 7% subordinated convertible notes due 2004.

These shares may be offered from time to time by the selling stockholders through public or private transactions, on or off the Nasdaq National Market, at prevailing market prices or at privately negotiated prices. The selling stockholders will receive all of the proceeds from the sale of the shares and will pay all underwriting discounts and selling commissions, if any, applicable to the sale of the shares. We will pay the expenses of registration of the sale of the shares.

The exact number of shares to be issued upon conversion of the notes will depend upon the average market price of our common stock during the ten trading days prior to any conversion of the notes. See "Terms of the Offering."

Our common stock is listed on the Nasdaq National Market under the symbol "HAIN." On June 17, 1999, the last reported sales price of our common stock on the Nasdaq National Market was \$19.875 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 5.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated June 18, 1999

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You should rely only on the information contained or incorporated by reference in this prospectus or to which we have referred you. We have not authorized anyone to provide you with information that is different. This prospectus may be used only where it is legal to sell these securities. The

information contained or incorporated by reference in this prospectus may be accurate only on the date of this prospectus. We will file a post-effective amendment to our registration statement of which this prospectus is a part in the event there is a material change in our business, results of operations or financial condition.

PROSPECTUS SUMMARY

To understand this offering fully, you should read the entire prospectus carefully, including the risk factors and the information incorporated by reference in this prospectus.

The Hain Food Group, Inc.

We market, distribute and sell natural and specialty food products under brand names which we sell as "better for you" products. Our product categories encompass natural and organic foods, medically directed foods, weight management and portion control foods, snack foods and kosher foods. We sell our products primarily to specialty and natural food distributors, and we market our products nationally to supermarkets, natural food stores, and other retail classes of trade.

Since our formation in 1993, we have completed a number of acquisitions of companies and brands. On May 18, 1999, we completed the acquisition of privately-held Natural Nutrition Group, Inc. and its subsidiaries, or NNG, a manufacturer and marketer of premium natural and organic food products sold under the Health Valley(R), Breadshop's(R) and Casbah(R) brands. Under the terms of the NNG merger agreement, the purchase price consists of \$70 million in cash and the aggregate principal amount of up to \$10 million of our convertible notes.

In connection with our acquisition of NNG, we entered into a new \$160 million senior secured loan facility with our senior lenders, which provides for a \$30 million revolving credit facility and \$130 million of term loans. This facility will be used to finance the acquisition of NNG, refinance our existing indebtedness and provide for ongoing working capital needs.

In July 1998, we acquired:

- o Arrowhead Mills, Inc., a natural foods company;
- o Dana Alexander, Inc., the maker of Terra Chips natural vegetable chips;
- o Garden of Eatin', Inc., a natural snack products company; and
- o DeBoles Nutritional Foods, Inc., a natural pasta products company.

Our other principal acquisitions and agreements include:

- o Earth's Best(R) natural baby foods products, which we sell under a license from H.J. Heinz Company granted April 1, 1999;
- o Nile Spice(R) Soups, which we acquired from a subsidiary of The Quaker Oats Company in December 1998;
- o Westbrae Natural, Inc., through which we sell natural foods under the Westbrae(R), Westsoy(R), Little Bear Organic Foods(R) and Bearitos(R) labels, acquired in October 1997;
- o Boston Better Snacks, a snack foods producer, acquired in May 1997;
- o Weight Watchers(R) dry and refrigerated products, which we sell under a license from H.J. Heinz Company granted in March 1997;

- o The Estee Corporation, a maker of sugar-free, medically directed food products under the Estee(R)brand, acquired in November 1995;
- o Hain Pure Food Co., Inc., a natural food product company, including Hollywood Foods, a maker of cooking oils, condiments and vegetable juice under the Hollywood(R) brand, acquired in April 1994; and
- o Kineret Foods Corporation, a kosher foods company, acquired in November 1993.

As a leading natural and organic food company, we sell a full line of products under our Hain Pure Foods(R), Westbrae(R), Westsoy(R), Little Bear Organic Foods(R), Bearitos(R), Arrowhead Mills(R), Terra(R), DeBoles(R), Garden of Eatin(R), Farm Foods(R) and Harry's Premium Snacks(R) brands. Our specialty food products also include frozen kosher food products produced under our Kineret(R) and Kosherific(R) brands, regular and reduced fat snack products produced under our Boston Better Snacks brand and dry milk products produced under our Alba(R) brand.

We acquired these brands over the past five years and seek to grow through internal expansion, as well as the acquisition of complementary brands.

Our mission is to be the leading marketer and seller of natural and specialty food products, with a strong commitment to total quality management in all departments. We intend to increase sales and improve operating results by investing in product development and building brand equity. Key elements of our business strategy are:

- o continue growth through mergers and acquisitions;
- o invest in brands and consumer awareness;
- o outsource manufacturing;
- o reduce expenses; and
- o develop export opportunities.

Currently, we manufacture:

- o our Arrowhead Mills(R) product line in our Hereford, Texas facility;
- o our DeBoles(R) product line in our Shreveport, Louisiana facility;
- o our Nile Spice(R) product line in our Fife, Washington facility;
- o our Terra(R) product line in our Brooklyn, New York facility; and
- o our newly acquired Health Valley(R), Breadshop's(R) and Casbah(R) product lines in our Irwindale, California facility.

We use independent food processors, or co-packers, to produce and manufacture our other significant product lines, using proprietary specifications which we control.

Our executive offices are located at 50 Charles Lindbergh Boulevard, Uniondale, New York 11553. Our telephone number is (516) 237-6200.

The Offering

The selling stockholders acquired up to an aggregate principal amount of \$10 million of our 7% subordinated convertible notes due 2004 in accordance with the NNG merger agreement. Upon conversion of the notes, the selling stockholders may offer for sale, by use of this prospectus, the shares of common stock issuable under such notes. See "Plan of Distribution."

The number of shares of common stock that we will issue upon conversion of any note issued to a selling stockholder will be based upon the conversion price equal to the average of the closing prices of our common stock for the ten trading days prior to conversion. For illustrative purposes, the number of shares of common stock which we may issue upon conversion of all the notes at various conversion prices is set forth in the table below.

The conversion of notes into shares of common stock is subject to a minimum conversion price of \$22.00 per share until the date six months after the closing of the NNG acquisition, which occurred on May 18, 1999. Thereafter, the notes will be convertible at any time at the option of the holders of the notes at a conversion price determined as set forth above. We cannot state with certainty the number of shares of our common stock which we will issue upon any conversion, which is dependent upon a fluctuating market price of our common stock. The table provides a historical basis for an estimate of the number of shares of common stock which may be issued. Since January 1, 1999, the market price of our common stock obtained a high last closing price of \$23.5625 on January 7, 1999 and a low last closing price of \$15.125 on March 22, 1999. Although the historical record of stock prices is no assurance of future performance, we believe it creates a reasonable basis for a range of the possible number of shares which may be issued upon conversion of the notes.

	Conversion Price	Number of Shares of Common Stock Issued if all Notes were Fully Converted
150% of number of shares issuable at the lowest closing price since January 1, 1999.....	\$10.08	991,736
Lowest closing price since January 1, 1999.....	\$15.125	661,157
Closing price on June 1, 1999.....	\$20.00	500,000
First six months minimum conversion price.....	\$22.00	454,545
Highest closing price since January 1, 1999.....	\$23.5625	424,403

RISK FACTORS

Prospective investors should carefully consider the following factors and the other information contained in this prospectus before purchasing any shares of our common stock.

Our Business Is Dependent Upon Our Ability To Successfully Integrate Our Acquisitions Into Our Existing Operations

We cannot be certain that we can effectively integrate newly acquired businesses into our operations. Since our formation, we have acquired several companies. Our future success may be dependent upon our ability to effectively integrate these companies and brands, including our ability to realize potentially available marketing opportunities and cost savings, some of which may involve operational changes. We cannot be certain:

- o as to the timing or number of marketing opportunities or amount of cost savings that may be realized as the result of our integration of these companies and brands;
- o that these acquisitions will enhance our competitive position and business prospects; or
- o that we will not experience difficulties with customers, personnel or other parties as a result of these acquisitions.

In addition, we cannot be certain that we will be successful in:

- o integrating our distribution channels with those of the acquired companies;
- o coordinating sales force activities of or in selling the products of the acquired companies to our customer base; or
- o integrating the acquired companies into our management information systems or in integrating the acquired companies' products.

Additionally, integrating our acquired businesses into our existing operations will require management resources and may divert our management from our day-to-day operations.

Our Acquisition Strategy Exposes Us To Risk

We intend to continue to grow our business in part through the acquisition of new brands and businesses. Our acquisition strategy is based on identifying and acquiring businesses with products and/or brands that complement our existing product mix. We cannot be certain that we will be able to:

- o successfully identify suitable acquisition candidates;
- o negotiate identified acquisitions on terms acceptable to us; or
- o obtain necessary financing.

We may encounter increased competition for acquisitions in the future, which could result in acquisition prices we do not consider acceptable. In addition, our credit facility with our lending banks contains restrictions that limit our ability to make acquisitions. We are unable to predict whether or when any prospective acquisition candidate will become available or the likelihood that any acquisition will be completed.

Consumer Preferences For Specialty Food Products Are Difficult To Predict And May Change

A significant shift in consumer demand away from our products or our failure to maintain our current market position could reduce our sales or the prestige of our brands in our markets, which could have a material adverse effect on our business, results of operations and financial condition. While we continue to diversify our product offerings, we cannot be certain that demand for our products will continue at current levels or increase in the future.

Our business is limited to natural and specialty food products in niche markets geared to consumer of natural foods, medically-directed and weight management food products, kosher foods and other specialty food items. We are subject to evolving consumer preferences for these products. Consumer trends change based on a number of possible factors, including:

- o nutritional values, such as a change in preference from fat free to reduced fat to no reduction in fat; and
- o a shift in preference from organic to non-organic and from natural products to non-natural products.

In addition, we have other significant product categories, such as cooking oils and non-dairy beverages, which, if consumer demand for such categories were to decrease, could have a material adverse effect on our business, results of operations and financial condition.

The Natural and Specialty Food Markets Are Highly Competitive

We operate in highly competitive geographic and product markets, and some of our markets are dominated by competitors with greater resources than ours. We cannot be certain that we can successfully compete for sales to distributors or stores that purchase from larger, more established companies, that have greater financial, managerial, sales and technical resources. In addition we compete for limited retailer's shelf space for our products. Larger competitors, such as mainstream food companies like Nabisco or General Mills, also may be able to benefit from economies of scale, pricing advantages or the introduction of new products that compete with our products. Retailers have also begun to market competitive products under their own private labels. In the future our competitors may introduce other products that compete with our products and these competitive products may have an adverse effect on our business, results of operations and financial condition.

We Are Dependent Upon The Services Of Our Chief Executive Officer

We are highly dependent upon the services of Irwin D. Simon, our President and Chief Executive Officer. We believe Mr. Simon's reputation as the founder of our company and his expertise and knowledge in the natural and specialty foods market are critical factors in our continuing growth. We maintain a key main life insurance policy on Mr. Simon in the amount of \$1.0 million. The loss of the services of Mr. Simon could have a material adverse effect on our business, results of operations and financial condition.

We Rely On Independent Distributors And Brokers For A Substantial Portion Of Our Sales

We rely upon sales efforts made by or through non-affiliated food brokers to distributors and other customers. The loss of, or business disruption at, one or more of these distributors or brokers may have a material adverse effect on our business, results of operations and financial condition. If we were required to obtain additional or alternative distribution and food brokerage agreements or arrangements in the future, we cannot be certain that we will be able to do so on satisfactory terms or in a timely manner. Two distributors, United Natural Foods and Tree of Life, accounted for approximately 23% and 14%, respectively, of our pro forma calendar year 1998 sales, determined prior to our acquisition of Natural Nutrition Group. Our inability to enter into satisfactory brokerage agreements may inhibit our ability to implement our business plan or to establish markets necessary to develop our products successfully. The success of our business depends, in large part, upon the establishment of a strong distribution network. Food brokers act as selling agents representing specific brands on a non-exclusive basis under oral or written agreements generally terminable at any time on 30 days notice and receive a percentage of net sales as compensation. Distributors purchase directly for their own account for resale.

We Rely On Independent Co-Packers To Produce A Number Of Our Products

Currently, independent food manufacturers, who are referred to in our industry as co-packers, manufacture many of our product lines. These product lines include our Estee(R), Garden of Eatin'(R), Hain Pure Foods(R), Kineret(R), Little Bear Organic Foods(R), Westbrae(R), and Westsoy(R) product lines. During the nine months ended March 31, 1999, on a pro forma basis as if all of our acquisitions had occurred on or prior to that date, products manufactured for us by co-packers represented 65% of our sales.

We presently obtain:

- o all of our requirements for rice cakes from two co-packers;
- o all of our Hollywood(R) cooking oils from one co-packer, which is under contract;
- o principally all of our tortilla chips from two suppliers, one of which is under contract;
- o all of our requirements for Terra's Yukon Gold line from one supplier, which is under contract; and
- o the requirements for our canned soups from one supplier.

In addition, H.J. Heinz manufactures the Earth's Best baby food products for us under contract. Boston Better Snacks products are manufactured principally by three co-packers. The loss of one or more co-packers, or our failure to retain co-packers for newly acquired products or brands, could delay or postpone our production of our products, which could have a material adverse effect on our business, results of operations and financial condition until such time as an alternate source could be secured, which may be on less favorable terms.

Inability To Use Our Trademarks Could Have A Material Adverse Effect On Our Business

Our inability to use our trademarks could have a material adverse effect on our business, results of operations and financial condition. We own the trademarks for our principal products, including for the Arrowhead Mills(R), Bearitos(R), Breadshop's(R), Casbah(R), DeBoles(R), Estee(R), Garden of Eatin'(R), Hain Pure Foods(R), Health Valley(R), Kineret(R), Little Bear Organic Foods(R), Nile Spice(R), Terra(R), Westbrae(R), and Westsoy(R) brands. In addition, in connection with our licensing agreements, we have the right to use the Weight Watchers(R) and Earth's Best(R) trademarks. We believe that brand awareness is a significant component in a consumer's decision to purchase one product over another in the highly competitive food industry. Our failure to continue to sell our products under our established brand names could have a material adverse effect on our business, results of operations and financial condition.

Our Products Must Comply With Government Regulation

We and our manufacturers, distributors and co-packers are subject to extensive regulation by federal, state and local authorities that affect our business. The federal agencies governing our business include the Federal Trade Commission, The Food and Drug Administration, the United States Department of Agriculture and the Occupational Safety and Health Administration. These agencies regulate, among other things, the production, sale, safety, advertising, labeling of and ingredients used in our products. Under various statutes these agencies prescribe the requirements and establish the standards for quality, purity and labeling. Among other requirements, the FDA must approve our products, including a review of the manufacturing processes and facilities used to produce these products before these products can be marketed in the United States. In addition advertising of our business is subject to regulation by the FTC. Our activities are also regulated by state agencies as well as county and municipal authorities. We are also subject to the laws of the foreign jurisdictions in which we sell our products.

New government laws and regulations may be introduced in the future that could result in additional compliance costs, seizures, confiscation, recall or monetary fines, any of which could prevent or inhibit the development, distribution and sale of our products. If we fail to comply with applicable laws and regulations, we may be subject to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on our business, results of operations and financial condition.

Product Recalls Could Have A Material Adverse Effect On Our Business

Manufacturers and distributors of products in the food industry are sometimes subject to the recall of their products for a variety of reasons, including for product defects such as ingredient contamination, packaging safety and inadequate labeling disclosure. If any of our products are recalled due to a product defect or for any other reason, we could be required to incur the expense of the recall or the expense of any resulting legal proceeding. Additionally, if one of our significant brands were subject to recall, the image of that brand could be harmed, which could have a material adverse effect on our business, results of operations or financial condition.

Product Liability Suits, If Brought, Could Have A Material Adverse Effect On Our Business

If a product liability claim exceeding our insurance coverage were to be successfully asserted against us, it could have a material adverse effect on our business, results of operations and financial condition. There is no assurance that such coverage will be sufficient to insure against claims which may be brought against us, or that we will be able to maintain such insurance or obtain additional insurance covering existing or new products. As a marketer of food products, we are subject to the risk of claims for product liability. We maintain product liability insurance and generally require that our co-packers maintain product liability insurance with us as a co-insured.

We Rely On Independent Certification For A Number Of Our Natural And Specialty Food Products

We rely on independent certificates, such as certifications of our products as "organic" or "kosher", to differentiate our products in natural and specialty food categories. Our loss of any independent certifications could adversely affect our market position as a natural and specialty food company, which could have a material adverse effect on our business, results of operations and financial condition.

We must comply with the requirements of independent organizations or certification authorities in order to label our product as certified. For example, we can lose our "organic" certification if a plant becomes contaminated with non-organic materials, or if not properly cleaned after a production run. In addition, all raw materials must be certified organic. Similarly, we can lose our "kosher" certification if a plant and raw materials do not meet the requirements of the appropriate kosher supervision organization, such as The Union of Orthodox Jewish Congregations, The Organized Kashruth Laboratories, "KOF-K" Kosher Supervision, Kosher Overseers Associated of America and Upper Midwest Kashruth. In addition, for our Estee products to carry the logo of the American Diabetes Association, or ADA, the packaging must meet the standards of the ADA.

Our Officers and Directors and an Unaffiliated Stockholder May Be Able To Control Our Actions

Mr. Simon, our President and Chief Executive Officer, together with the other officers and directors of Hain beneficially owns an aggregate of approximately 15.7% of our common stock, as determined prior to the acquisition of Natural Nutrition Group. Accordingly, our officers and directors will be in a position to influence the election of our directors and otherwise influence stockholder action. In addition, according to a Schedule 13D amendment filed with the Commission dated May 17, 1999, an unaffiliated holder of our common stock, and its affiliates, beneficially own, prior to this offering, an aggregate of up to 24.75% of our outstanding common stock.

Our Ability To Issue Preferred Stock May Deter Takeover Attempts

Our board of directors is empowered to issue, without stockholder approval, preferred stock with dividends, liquidation, conversion, voting or other rights which could decrease the amount of earnings and assets available for distribution to holders of our common stock and adversely affect the

relative voting power or other rights of the holders of our common stock. In the event of issuance, the preferred stock could be used as a method of discouraging, delaying or preventing a change in control. Our certificate of incorporation authorizes the issuance of up to 5,000,000 shares of "blank check" preferred stock with such designations, rights and preferences as may be determined from time to time by our board of directors. Although we have no present intention to issue any shares of our preferred stock, we may do so in the future under appropriate circumstances. See "Description of Capital Stock."

We Do Not Pay Dividends

We have not paid any dividends on our common stock to date and do not anticipate declaring or paying any dividends in the foreseeable future. Our ability to pay dividends is currently restricted by our credit facility with our lending banks. See "Price Range of Common Stock and Dividend Policy."

Our Computer Systems, And Those Of Others On Whom We Rely, May Not Achieve Year 2000 Readiness

The consumer affairs and payroll timekeeping systems of our recently acquired businesses are not Year 2000 compliant. We cannot be certain that Year 2000 issues will not have a material adverse impact on our business, results of operations or financial condition. We plan to integrate or replace the computer functions of such businesses into our Year 2000 compliant systems no later than December 31, 1999.

We have initiated formal communications with all of our significant suppliers and large customers to determine the extent to which our interface systems are vulnerable to those third parties' failure to remediate their own Year 2000 issues. We cannot be certain that the systems of other companies on which our systems rely will be timely converted and would not have an adverse effect on our systems.

This Offering May Adversely Effect The Market Price Of Our Common Stock

Under the NNG merger agreement, we issued convertible notes to the selling stockholders as part of the merger consideration. Subject to limited restrictions, the selling stockholders may convert the notes into shares of common stock at a conversion price equal to the average closing price of the common stock for the ten trading days immediately preceding the date the notes are presented for conversion. The NNG merger agreement does not provide a limit on the number of shares of our common stock that are issuable upon conversion of the notes.

Under the foregoing conversion formula for the notes, the number of shares of common stock issuable upon conversion will increase if the market price of the common stock decreases. We cannot determine accurately the number of shares which may be issued to the holders of the Notes as such number is based upon the market price of the common stock prior to the conversion date. If the maximum number of shares of our common stock provided for in this prospectus, or 991,736 shares,

were to be issued upon conversion, such shares would represent 6.6% of our common stock outstanding following their issuance.

To the extent the selling stockholders convert a portion of the notes and then sell the shares of common stock received upon conversion, the market price of the common stock may decrease even further due to the additional shares in the market which would allow the selling stockholders to convert other portions of the notes into greater amounts of common stock and further depress the price of the common stock.

Sales in the public market of substantial amounts of common stock, including sales of shares issued upon conversion of the notes or the perception that such sales could occur, could depress prevailing market prices for the common stock. The existence of the notes and any other options, may prove to be a hindrance to future equity financing by us. Further, the holders of such options may exercise them at a time when we would otherwise be able to obtain additional equity capital on terms more favorable to us.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements regarding our future financial condition and results of operations and our business operations. These statements involve risks, uncertainties and assumptions, including industry and economic conditions and customer actions and the other factors discussed in this prospectus, including under the caption "Risk Factors," and in our filings with the Securities and Exchange Commission. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. The words "expect," "estimate," "anticipate," "predict" and similar expressions are intended to identify forward-looking statements.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of shares by the selling stockholders. All of the proceeds from the sale of shares of common stock by the selling stockholders will be received by the selling stockholders.

DETERMINATION OF OFFERING PRICE

The common stock offered by this prospectus may be offered for sale by the selling stockholders from time to time in transactions on the over-the-counter market, in negotiated transactions, or otherwise, or by a combination of these methods, at fixed prices which may be changed, at market prices at the time of sale, at prices related to market prices or at negotiated prices. As such, the offering price is indeterminate as of the date of this prospectus. See "Plan of Distribution."

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

Our common stock is traded on the Nasdaq National Market under the symbol "HAIN." The following table sets forth, for the fiscal periods indicated, the high and low closing prices per share of our common stock on the Nasdaq National Market.

Period	Price High	Low
Year Ended June 30, 1997		
First quarter.....	\$ 4	\$ 3 1/16
Second quarter.....	4	3 1/4
Third quarter.....	5 3/4	3 3/8
Fourth quarter.....	5 5/16	4 1/8
Year Ended June 30, 1998		
First quarter.....	\$11 15/16	\$ 4 27/32
Second quarter.....	12 3/4	8 5/8
Third quarter.....	19 13/16	9 1/16
Fourth quarter.....	27 1/4	17 11/16
Year Ending June 30, 1999		
First quarter.....	\$27 3/4	\$14 7/8
Second quarter.....	25	12 1/8
Third quarter.....	23 9/16	15 1/8
Fourth quarter (through June 17, 1999).....	21 1/2	16 1/6

On June 17, 1999 the closing price of the common stock on the Nasdaq National Market was \$19.875 per share.

We have not paid any dividends on our common stock to date. We intend to retain all future earnings for use in the development of our business and do not anticipate declaring or paying any dividends in the foreseeable future. The payment of all dividends will be at the discretion of our board of directors and will depend on, among other things, future earnings, operations, capital requirements, contractual restrictions, our general financial condition and general business conditions. Our ability to pay dividends is currently restricted by our credit facility with our senior lenders.

SELLING STOCKHOLDERS

The selling stockholders are the holders of the 7% convertible notes due 2004 issued under the NNG merger agreement. Other than the shares listed on the table below, none of the selling stockholders holds any shares of our common stock. For more information about the notes, see "Description of Capital Stock--Notes". The shares are obtainable upon conversion of the notes. The following table sets forth information regarding ownership of the shares of common stock issuable upon conversion of the notes.

Shares of Common Stock Registered for Resale

	Conversion Price of \$22.00	Percent of Shares Beneficially Owned	Conversion Price of 150% of Shares Issuable at Lowest 1999 Closing Price	Percent of Shares Beneficially Owned
Chance Bahadur	343	*	749	*
Diane Beardsley	3,639	*	7,939	*
John Calfas	8,182	*	17,852	*
Frontenac VI Limited Partnership	213,394	1.5%	465,587	3.2%
Timothy J. Healy	343	*	749	*
George J. Mateljan, Jr.	23,283	*	50,798	*
Mark Smith	343	*	749	*
Wasserstein Perella & Co.	1,552	*	3,387	*
State of Wisconsin Investment Board	179,178	1.3%	390,935	2.7%
William R. Voss	24,288	*	52,992	*

* Less than 1%.

The selling stockholders are deemed to beneficially own the shares of common stock into which the notes held by them are convertible. The voting of the shares of common stock listed in the table above deemed to be held by Frontenac VI Limited Partnership is controlled by its general partner, Frontenac Company. Frontenac Company is controlled by Rodney L. Goldstein, James E. Cowie, James E. Crawford, III, Roger S. McEniry, Laura P. Pearl, M. Laird Koldyke, Paul Carbery and Jeremy Silverman. The voting of the shares held by Wasserstein Perella & Co. is controlled by Michael J. Biondi, James C. Kinsbery and Lee Siegel. The voting of the shares held by the State of Wisconsin Investment Board is controlled by Jon Vanderploeg in his capacity as portfolio manager.

As discussed in greater detail under "Prospectus Summary -- The Offering" in this prospectus, the number of shares of common stock which may be issued upon the conversion of the notes is dependent upon the market price of our stock on the ten trading days prior to the conversion of each note. The number of shares listed in the table above is the total of the estimated shares which may be

acquired by the selling stockholders upon conversion of the notes and which are being registered under the Form S-3 registration statement, of which this prospectus is a part, assuming:

- o conversion by all the selling stockholders at a conversion price of \$22.00 per share; and
- o conversion of the notes by the selling stockholders into the number of shares of common stock equal to 150% of the number of shares issuable based on the lowest closing price of our common stock since January 1, 1999 of \$15.125.

The information set forth above may have no relationship to the market price of our stock at the conversion dates of any of the notes.

Total shares of common stock outstanding for the purpose of the calculation of percentage of beneficial ownership consists of 13,970,790 shares of our common stock outstanding as of April 16, 1999 plus, for each selling stockholder, the number of shares into which that selling stockholders notes are convertible, but does not include shares of common stock issuable to the other selling stockholders or upon exercise of warrants or outstanding stock options that may be granted under our stock options plans.

The selling stockholders have represented to us that they will acquire the notes for their own account for investment only and not with a view towards the public sale or distribution thereof, except for sales registered under the Securities Act or exemptions therefrom. In recognition of the fact that the selling stockholders, even though purchasing the notes for investment, may wish to be legally permitted to sell their shares when they deem appropriate, we agreed with the selling stockholders to file with the Commission under the Securities Act the registration statement with respect to the sale of the shares from time to time in transactions in the over-the-counter market, in privately negotiated transactions, or through a combination of these methods of sale, and have agreed to prepare and file such amendments and supplements to the registration statement as may be necessary to keep the registration statement effective until the shares are no longer required to be registered for the sale thereof by the selling stockholders. In the event the registration of additional shares is necessary, we will prepare and file such additional registration statements as may be necessary to allow the selling stockholders to sell all of the shares.

PLAN OF DISTRIBUTION

All of the shares offered hereby may be sold from time to time by the selling stockholders or by their registered assigns. The shares offered hereby may be sold by one or more of the following methods:

- o a block trade in which a broker or dealer so engaged will attempt to sell the shares as agent but may purchase and resell a portion of the block as principal to facilitate the transaction;
- o purchases by a broker or dealer as principal and resale by such broker or dealer for its account under this prospectus;
- o ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- o privately negotiated transactions; and
- o face-to-face transactions between sellers and purchasers without a broker-dealer.

Any of the selling stockholders may be deemed to be a statutory underwriter under the Securities Act. Also any broker-dealers who act in connection with the sale of the shares hereunder may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, and any commissions received by them and profit on any resale of the shares as principal may be deemed to be underwriting discounts and commissions under the Securities Act.

In effecting sales, brokers or dealers engaged by the selling stockholders may arrange for other brokers or dealers to participate. Such broker or dealers may receive commissions or discounts from the selling stockholders in amounts to be negotiated by the selling stockholders. The selling stockholders may enter into hedging transactions with broker-dealers and the broker-dealers may engage in short sales of the common stock in the course of hedging the positions they assume with the selling stockholders, including, in connection with the distribution of the common stock by such broker-dealers. The selling stockholders may also engage in short sales of the common stock and may enter into option or other transactions with broker-dealers that involve the delivery of the common stock to the broker-dealers, who may then resell or otherwise transfer such common stock. Such broker-dealers and any other participating broker-dealers may, in connection with such sales, be deemed to be underwriters within the meaning of the Securities Act. Any discounts or commissions received by any such broker-dealers may be deemed to be underwriting discounts and commissions under the Securities Act.

The selling stockholders may also sell shares in accordance with Rule 144 under the Securities Act, if Rule 144 is then available.

In order to comply with the securities laws of some states, if applicable, the shares will be sold in that state only through registered or licensed broker-dealers.

We will pay all of the expenses incident to the filing of this registration statement, estimated to be \$140,000. These expenses include legal and accounting fees in connection with the preparation of the registration statement of which this prospectus is a part, legal and other fees in connection with the qualification of the sale of the shares under the laws of some states, if any, registration and filing fees and other expenses. The selling stockholders will pay all other expenses incident to the offering

and sale of the shares to the public, including commissions and discounts of underwriters, brokers, dealers or agents, if any. We have agreed to keep the registration of the shares offered hereby effective until the earlier of the date when all of the shares offered by the selling stockholders have been sold or two years from the date the merger is consummated. In the event we fail to keep a registration statement effective, interest on the notes will temporarily increase.

DESCRIPTION OF CAPITAL STOCK

General

As of April 16, 1999, our authorized capital stock is 40,000,000 shares of common stock, \$.01 par value per share, of which 13,970,790 shares are outstanding, and 5,000,000 shares of preferred stock, \$.01 par value per share, none of which had been issued.

The following description is qualified in all respects by reference to our certificate of incorporation and the bylaws.

Common Stock

Each share of common stock entitles the holder thereof to one vote on all matters submitted to a vote of the stockholders. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all of our directors then being elected and holders of the remaining shares by themselves cannot elect any directors. The holders of common stock do not have preemptive rights or rights to convert their common stock into other securities. Holders of common stock are entitled to receive ratably such dividends as may be declared by our board of directors out of funds legally available therefor. In the event of our liquidation, dissolution or winding up, holders of the common stock have the right to a ratable portion of the assets remaining after payment of liabilities. All outstanding shares of common stock are fully paid and nonassessable.

Preferred Stock

We are authorized by our certificate of incorporation to issue a maximum of 5,000,000 shares of preferred stock, in one or more series and containing such rights, privileges and limitations including voting rights, dividend rates, conversion privileges, redemption rights and terms, redemption prices and liquidation preferences, as our board of directors may, from time to time, determine.

The issuance of shares of preferred stock at the discretion of our board of directors could decrease the amount of earnings and assets available for distribution to holders of common stock, and otherwise adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying or preventing us from being subject to a change in control. We are not required by the Delaware General Corporation Law, or the DGCL, to seek stockholder approval prior to any issuance of authorized but unissued stock and our board of directors does not currently intend to seek stockholder approval prior to any issuance of authorized but unissued stock, unless otherwise required by law.

Warrants

As of April 16, 1999, warrants to purchase an aggregate of 822,717 shares of common stock were outstanding. Each warrant entitles the holder to purchase one share of common stock, subject to anti-dilution adjustments, at an exercise price ranging from \$3.25 to \$12.69 per share. The warrants have expiration dates ranging from January 27, 2000 to October 14, 2004.

Notes

The 7% convertible subordinated notes are convertible at any time after our consummation of the acquisition of Natural Nutrition Group, Inc. The conversion price for the notes is the average closing price of the common stock for the ten trading days prior to the date on which the notes are presented for conversion. The conversion of the notes into shares is subject to a minimum conversion price of \$22.00 per share until the date which is six months after the closing of the acquisition of Natural Nutrition Group.

The notes contain provisions that protect the holder against dilution by adjustment of the exercise price. Such adjustments will occur in the event, among others, of a merger, stock split or reverse stock split, stock dividend or recapitalization. The holder of the notes will not possess any rights as our stockholder until such holder converts the notes.

Certificate of Incorporation and Bylaws

Under the DGCL, the power to adopt, amend and repeal bylaws is conferred solely upon the stockholders unless the corporation's certificate of incorporation also confers such power upon the board of directors. Under our certificate of incorporation, our board of directors is granted the power to amend our bylaws. Our bylaws provide that each director has one vote on each matter for which directors are entitled to vote. Our certificate of incorporation and/or bylaws also provide that:

- o from time to time, by resolution, our board of directors has the power to change the number of directors;
- o the directors will hold office until the next annual meeting of stockholders and until their respective successors are elected and qualified; and
- o special meetings of stockholders may only be called by our board of directors or our officers.

These provisions, in addition to the existence of authorized but unissued capital stock, may have the effect, either alone or in combination with each other, of making more difficult or discouraging unsolicited third parties from an acquisition of us deemed undesirable by our board of directors. Our board of directors currently has seven members and one vacancy.

Section 203 of the Delaware Law

Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless:

- (1) prior to the date of the business combination, the transaction is approved by the board of directors of the corporation;
- (2) upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owns at least 85% of the outstanding voting stock, or
- (3) on or after such date the business combination is approved by the board of directors and by the affirmative vote of at least 66-2/3% of the outstanding voting stock that is not owned by the interested stockholder.

A "business combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the stockholder. An "interested stockholder" is a person, who, together with affiliates and associates, owns, or within three years, did own, 15% or more of the corporation's voting stock. This provision of law could discourage, prevent or delay a change in management or stockholder control of us, which could have the effect of discouraging bids and thereby prevent stockholders from receiving the maximum value for their shares, or a premium for their shares in a hostile takeover situation.

Transfer Agent and Registrar

The Transfer Agent and Registrar for the common stock is Continental Stock Transfer & Trust Company, New York, New York.

LEGAL MATTERS

Certain legal matters with respect to the validity of the common stock offered hereby will be passed upon for Hain by Cahill Gordon & Reindel, a partnership including a professional corporation, New York, New York.

EXPERTS

Ernst & Young LLP, independent auditors, have audited our consolidated financial statements and schedule included in our annual report on Form 10-K for the year ended June 30, 1998, as set forth in their report which is incorporated by reference in this prospectus and registration statement. Our financial statements and schedule are incorporated by reference in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

The consolidated financial statements of Westbrae Natural, Inc. (formerly Vestro Natural Foods, Inc.) incorporated in this prospectus by reference to the annual report on Form 10-K for the year ended December 31, 1996, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The financial statements of:

- (1) AMI Operating, Inc. incorporated in this prospectus by reference for the fiscal year ended July 31, 1997 and as of July 31, 1997;

- (2) Dana Alexander, Inc. incorporated in this prospectus by reference for the period from January 1, 1997 through July 31, 1997 and as of July 31, 1997; and
- (3) Garden of Eatin', Inc. incorporated in this prospectus by reference for the period from January 1, 1997 through December 23, 1997 and as of December 23, 1997 have been audited by McGladrey & Pullen, LLP, independent auditors, as set forth in their reports thereon incorporated in this prospectus by reference.

Such financial statements are incorporated in this prospectus by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

The financial statements of AMI Operating, Inc. incorporated in this prospectus by reference for the fiscal years ended July 31, 1996 and 1995 and the balance sheet as of July 31, 1996 have been audited by McGinty & Associates, independent auditors, as set forth in their report thereon incorporated in this prospectus by reference. Such financial statements are incorporated in this prospectus by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

The financial statements of Dana Alexander, Inc. incorporated in this prospectus by reference for the years ended December 31, 1996 and 1995 and the balance sheet as of December 31, 1996 have been audited by Katz & Bloom, LLC, independent auditors, as set forth in their report incorporated in this prospectus by reference. Such financial statements are incorporated in this prospectus by reference in reliance upon such reports given upon the authority of such firms as experts in accounting and auditing.

The consolidated financial statements of Natural Nutrition Group, Inc. (formerly known as Intrepid Holdings, Inc.) for the years ended December 31, 1997 and 1998 and for each of the three years in the period ended December 31, 1998, incorporated in this prospectus by reference from the current report on Amendment No. 2 to Form 8-K dated June 4, 1999, have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated in this prospectus by reference, and have been so incorporated in reliance upon such report as given upon the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Commission. You can receive copies of such reports, proxy and information statements, and other information, at prescribed rates, from the Commission by addressing written requests to the Public Reference Section of the Commission at 450 Fifth Street, N.W., Judiciary Plaza, Washington, D.C. 20549. In addition, you can read such reports, proxy and information statements, and other information at the public reference facilities and at the regional offices of the Commission, Washington, D.C., New York, New York and Chicago, Illinois. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms. The Commission also maintains a Web site that contains reports, proxy and information statements and other information regarding registrants such as us that file electronically with the Commission. The address of the Commission's Web site is <http://www.sec.gov>.

This prospectus is part of a registration statement on Form S-3 we filed with the Commission to register the shares that the selling stockholders will sell in this offering. This prospectus does not include all of the information contained in the registration statement. For further information about us and the securities offered in this prospectus, you should review the registration statement and the information incorporated by reference in the registration statement and this prospectus. You can inspect or copy the registration statement, at prescribed rates, at the Commission's public reference facilities at the address listed above.

The Commission allows us to "incorporate by reference" information into the prospectus, which means that we can disclose important information to you by referring you to those documents filed separately with the Commission. The information incorporated by reference is considered part of this prospectus, and information that we file later with the Commission will automatically update and supersede this information.

This prospectus incorporates by reference the documents listed below that we previously filed with the Commission. These documents contain important information about us and our finances:

- (1) The description of our common stock contained in our registration statement on Form 8-A/A dated November 12, 1993 and any amendment or report filed for the purpose of updating such description;
- (2) Westbrae's annual report on Form 10-K filed with the Commission (under Westbrae's prior name of "Vestro Natural Foods, Inc.") for the fiscal year ended December 31, 1996;
- (3) Westbrae's quarterly reports on Form 10-Q filed with the Commission (under Westbrae's prior name of Vestro Natural Foods, Inc.) for the three month periods ended March 31, 1997 and June 30, 1997;
- (4) Our annual report on Form 10-K filed with the Commission for the fiscal year ended June 30, 1998;

- (5) Our quarterly reports on Form 10-Q filed with the Commission for the three month periods ended September 30, 1998, December 31, 1998, as amended on Form 10-Q/A on June 3, 1999, and March 31, 1999, as amended on Form 10-Q/A on June 3, 1999; and
- (6) Our current reports on Form 8-K dated October 28, 1997, July 14, 1998, as amended on Form 8-K/A dated July 23, 1998, April 6, 1999 and April 27, 1999, as amended on Forms 8-K/A dated June 1, 1999 and June 4, 1999.

We also incorporate by reference additional documents that we may file with the Commission between the date of this prospectus and the completion of the offering. These additional documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as proxy statements. Upon request, we will provide without charge to each person to whom a prospectus is delivered, including any beneficial owner, a copy of any or all of the information that has been incorporated by reference in this prospectus. If you would like to obtain this information from us, please direct your request, either in writing or by telephone, to the President, The Hain Food Group, Inc., 50 Charles Lindbergh Boulevard, Uniondale, New York, 11553, (516) 237-6200.

The Hain Food Group, Inc.

Common Stock

PROSPECTUS

June 18, 1999
