

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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)

January 30, 1998

(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 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 16 Pages

Page 2 of 16 Pages

SCHEDULE 13D

CUSIP No. 405219106

- 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 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

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

1,326,000/1/

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

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

11.59%

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
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 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
1,326,000/1/
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)
11.59%
- 14 Type of Reporting Person*
IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

- 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 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
 1,326,000/1/
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
 Shares*
- 13 Percent of Class Represented By Amount in Row (11)
 11.59%
- 14 Type of Reporting Person*
 IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. See Item 5.

SCHEDULE 13D

CUSIP No. 405219106

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

White Rock Capital Partners, 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
160,000 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
160,000 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

160,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

1.40%
- 14 Type of Reporting Person*

PN; IV

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

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

White Rock Capital Management, L.P.
- 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

Texas
- | | | |
|--|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
20,000 |
| | 8 | Shared Voting Power
2,046,000 |
| | 9 | Sole Dispositive Power
20,000 |
| | 10 | Shared Dispositive Power
2,046,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,066,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

18.06%
- 14 Type of Reporting Person*

PN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

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

White Rock Capital, Inc.
- 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

Texas
- | | | |
|--|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
2,066,000 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
2,066,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,066,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

18.06%
- 14 Type of Reporting Person*

CO; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

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

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
2,066,000 |
| | 9 | Sole Dispositive Power
55,000 |
| | 10 | Shared Dispositive Power
2,066,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,121,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

18.54%
- 14 Type of Reporting Person*

IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 405219106

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

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
2,066,000 |
| | 9 | Sole Dispositive Power
25,000 |
| | 10 | Shared Dispositive Power
2,066,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,091,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares*
- 13 Percent of Class Represented By Amount in Row (11)

18.27%
- 14 Type of Reporting Person*

IN; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 5 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. 5 supplementally amends the initial statement on Schedule 13D dated February 18, 1997, filed by certain of the Reporting Persons (as defined herein) and all amendments thereto (collectively, the "Initial Statement"). This Amendment No. 5 is being filed by the Reporting Persons to report the recent acquisition of Shares for the accounts of certain of the Reporting Persons and the White Rock clients, as a result of which the percentage of Shares of which certain of 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 2. Identity and Background.

This Item 2 is supplementally amended as follows.

This Statement is filed on behalf of Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"), Mr. George Soros ("Mr. Soros"), Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller"), White Rock Capital Partners, L.P., a Texas limited partnership ("White Rock Partners"), White Rock Capital Management, L.P., a Texas limited partnership ("White Rock Management"), White Rock Capital, Inc., a Texas corporation ("White Rock, Inc."), Thomas U. Barton and Joseph U. Barton (collectively, the "Reporting Persons"). This Statement relates to securities acquired by White Rock Management on behalf of certain institutional clients, including Quasar Partners and Collins Capital, by White Rock Partners, by White Rock Management, by Thomas U. Barton and by Joseph U. Barton.

The general partner of White Rock Partners is White Rock Capital Management, the general partner of which is White Rock, Inc. Each of White Rock (as defined herein), White Rock Partners, White Rock Management and White Rock, Inc. is engaged in the investment and investment management business. Thomas U. Barton and Joseph U. Barton, both of whom are United States citizens, are the shareholders of White Rock, Inc. The principal occupation of each of Thomas U. Barton and Joseph U. Barton is their position as the officers of White Rock, Inc. at White Rock, Inc.'s principal office. The principal business address of each of White Rock Partners, White Rock Management, White Rock, Inc., Thomas U. Barton and Joseph U. Barton is 3131 Turtle Creek Boulevard, Suite 800, Dallas, Texas 75219.

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

White Rock Management expended approximately \$1,443,887 of the working capital of White Rock Clients other than Quasar Partners and Collins Capital to purchase the Shares reported herein as being acquired since January 20, 1998 (the date of filing of the last statement on Schedule 13D). White Rock Management expended approximately \$226,718 of its working capital to purchase the Shares reported herein as being acquired since January 20, 1998 (the date of filing of the last statement on Schedule 13D). Since January 20, 1998 (the date of filing of the last statement on Schedule 13D), Thomas U. Barton expended approximately \$37,294 of his personal funds to maintain the 55,000 Barton Options.

The Shares (and securities derivative thereof) held by the Reporting Persons for the accounts of Quasar Partners, other SFM Clients, Collins Capital and White Rock Clients other than Quasar Partners and Collins Capital, by White Rock Partners, by White Rock Management, by Thomas U. Barton and by 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 1,326,000 Shares held for the account of Quasar Partners (approximately 11.59% of the total number of Shares outstanding).

(ii) White Rock Management may be deemed the beneficial owner of 2,066,000 Shares (approximately 18.06% of the total number of Shares outstanding). This number consists of (1) 1,326,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 410,000 Shares held for the accounts of White Rock Clients other than Quasar Partners and Collins Capital, (4) 160,000 Shares held for the account of White Rock Partners and (5) 20,000 Shares held for its account.

(iii) White Rock, Inc. may be deemed the beneficial owner of 2,066,000 Shares (approximately 18.06% of the total number of Shares outstanding). This number consists of (1) 1,326,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 410,000 Shares held for the accounts of White Rock Clients other than Quasar Partners and Collins Capital, (4) 160,000 Shares held for the account of White Rock Partners and (5) 20,000 Shares held for the account of White Rock Management.

(iv) Thomas U. Barton may be deemed the beneficial owner of 2,121,000 Shares (approximately 18.54% of the total number of Shares outstanding assuming the exercise of the Barton Options). This number consists of (1) 1,326,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 410,000 Shares held for the accounts of White Rock Clients other than Quasar Partners and Collins Capital, (4) 160,000 Shares held for the account of White Rock Partners, (5) 20,000 Shares held for the account of White Rock Management and (6) 55,000 Shares issuable upon exercise by Thomas U. Barton of the Barton Options currently held for his account.

(v) Joseph U. Barton may be deemed the beneficial owner of 2,091,000 Shares (approximately 18.27% of the total number of Shares outstanding). This number consists of (1) 1,326,000 Shares held for the account of Quasar Partners, (2) 150,000 Shares held for the account of Collins Capital, (3) 410,000 Shares held for the accounts of White Rock Clients other than Quasar Partners and Collins Capital, (4) 160,000 Shares held for the account of White Rock Partners, (5) 20,000 Shares held for the account of White Rock Management and (6) 25,000 Shares held for his personal account.

(vi) White Rock Partners may be deemed the beneficial owner of the 160,000 Shares held for its account (approximately 1.40% of the total number of Shares outstanding).

(b) (i) Each of White Rock Management (pursuant to the Quasar Partners Letter), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) is currently vested with shared power to direct the voting and disposition of the 1,326,000 Shares held for the

account Quasar Partners. SFM LLC has the contractual authority on behalf of Quasar Partners to terminate the White Rock Contract within 60 days and, as a result, 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 have the voting and dispositive power held by White Rock with respect to the 1,326,000 Shares.

(ii) Each of White Rock Management (pursuant to the Collins Capital Letter), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) is currently vested with shared power to direct the voting and disposition of the 150,000 Shares held for the account of Collins Capital.

(iii) Each of White Rock Management (pursuant to the Collins Capital Letter), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) is currently vested with shared power to direct the voting and disposition of the 410,000 Shares held for the accounts of White Rock Clients other than Quasar Partners and Collins Capital.

(iv) Each of White Rock Management (as the general partner of White Rock Partners), White Rock, Inc. (as the general partner of White Rock Management), Thomas U. Barton (as a shareholder of White Rock, Inc.) and Joseph U. Barton (as a shareholder of White Rock, Inc.) may be deemed to have shared power to direct the voting and disposition of the 160,000 Shares held for the account of White Rock Partners.

(v) Thomas U. Barton has 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.

(vi) Joseph U. Barton has the sole power to direct the voting and disposition of the 25,000 Shares held for his account.

(vii) White Rock Partners has the sole power to direct the voting and disposition of the 160,000 Shares held for its account.

(viii) White Rock Management has the sole power to direct the voting and disposition of the 20,000 Shares held for his personal 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 January 20, 1998 (the date of filing of the last statement on Schedule 13D) 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) The shareholders or partners of each of the White Rock Clients other than Quasar Partners and Collins Capital have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares, held by the respective White Rock Client in accordance with their partnership or ownership interests in the respective White Rock Client.

(iv) 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.

(v) 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.

(vi) The partners of White Rock Partners have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by White Rock Partners in accordance with their partnership interests in White Rock Partners.

(vii) The partners of White Rock Management have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by White Rock Management in accordance with their partnership interests in White Rock Management.

(e) Not applicable.

Each of SFM LLC, Mr. Soros and Mr. Druckenmiller expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the SFM Clients. Each of White Rock Management and White Rock, Inc. expressly disclaims beneficial ownership of any Shares (or securities derivative thereof) not held for the accounts of the White Rock Clients, White Rock Management or White Rock Partners. 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, White Rock Management or White Rock Partners. 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, White Rock Management or White Rock Partners. White Rock Partners expressly disclaims beneficial ownership of any Shares not held for its personal account.

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 5, 1998

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Assistant General Counsel

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

WHITE ROCK CAPITAL PARTNERS, L.P.

By: White Rock Capital Management, L.P.
Its General Partner

By: White Rock Capital, Inc.
Its General Partner

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL MANAGEMENT. L.P.

By: White Rock Capital Inc.
Its General Partner

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

WHITE ROCK CAPITAL, INC.

By: /S/ THOMAS U. BARTON

Thomas U. Barton
President

/S/ THOMAS U. BARTON

Thomas U. Barton

/S/ JOSEPH 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 -----
White Rock Clients (other than Quasar Partners and Collins Capital)/1/	01/22/98	BUY	25,000	\$10.21
	01/23/98	BUY	37,000	\$10.8553
	01/26/98	BUY	7,500	\$11.2083
	01/27/98	BUY	15,000	\$11.548
	01/29/98	BUY	15,500	\$11.685
	01/30/98	BUY	20,000	\$11.336
	02/03/98	BUY	10,000	\$12.1875
White Rock Management	01/30/98	BUY	20,000	\$11.336

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