
UNITED STATES
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): November 13, 2007

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.)

58 South Service Road, Melville, NY 11747
(Address of principal executive offices)

Registrant's telephone number, including area code: **(631) 730-2200**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 13, 2007, The Hain Celestial Group, Inc. (the "Company") entered into a letter agreement with the agents and lenders under the Company's Amended and Restated Credit Agreement, dated as of May 2, 2006, by and among the Company, Bank of America, N.A., as administrative agent, and the other agents and lenders party thereto (the "Credit Agreement") pursuant to which the agents and the lenders agreed to extend until January 31, 2008, the Credit Agreement's due date for the Company to provide the lenders with audited financial statements for the Company's fiscal year ended June 30, 2007 and quarterly financial statements for the first quarter ended September 30, 2007, as well as the related compliance certificates and financial projections.

On November 13, 2007, the Company entered into a letter agreement with the purchasers (the "Noteholders") under the Note Purchase Agreement, dated as of May 2, 2006, by and among the Company and the Noteholders (the "Note Purchase Agreement") pursuant to which the Noteholders agreed to extend until January 31, 2008, the Note Purchase Agreement's due date for the Company to provide the Noteholders with audited financial statements for the Company's fiscal year ended June 30, 2007 and quarterly financial statements for the first quarter ended September 30, 2007, as well as the related compliance certificates.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 14, 2007, the Company received a Nasdaq Staff Determination letter indicating that the Company is not in compliance with the filing requirements for continued listing as set forth in Marketplace Rule 4310(c)(14) due to the fact that it did not timely file its Quarterly Report on Form 10-Q for its first quarter ended September 30, 2007. The Company previously received a similar Nasdaq Staff Determination letter relating to its Annual Report on Form 10-K for its fiscal year ended June 30, 2007.

A copy of the press release announcing the Company's receipt of the Nasdaq Staff Determination Letter is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 16, 2007.

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.

Date: November 16, 2007

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

/s/ Ira J. Lamel

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

Contact: Ira Lamel/Mary Anthes
The Hain Celestial Group, Inc.
631-730-2200

Jeremy Fielding/David Lilly
Kekst and Company
212-521-4800

**THE HAIN CELESTIAL GROUP
RECEIVES NOTICE FROM NASDAQ
DUE TO DELAY IN FILING OF FORM 10-Q**

Melville, NY, November 16, 2007—The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading natural and organic food and personal care products company, announced today that, as anticipated, the Company received on November 14, 2007 a NASDAQ Staff Determination letter indicating it is not in compliance with the filing requirements for continued listing as set forth in Marketplace Rule 4310(c)(14) due to the Company's failure to timely file its Form 10-Q for the period ended September 30, 2007.

In response to the previously disclosed notice of delisting from The NASDAQ Stock Market Inc. in connection with the Company's failure to file its Form 10-K for the fiscal year ended June 30, 2007, on October 31, 2007 Hain Celestial met with the NASDAQ Listing Qualifications Panel pursuant to NASDAQ's procedures following Hain Celestial's request for a hearing and continued listing. Pending a decision by the Panel, Hain Celestial shares will remain listed on The NASDAQ Stock Market, Inc.

As previously announced, Hain Celestial is conducting an independent review of the Company's stock option practices. This review is being conducted at the direction of a group of independent directors with the assistance of independent legal counsel and experts retained by counsel and is substantially complete. However, the timing of that completion has resulted in a delay in finalizing the Company's Annual Report on Form 10-K for the year ended June 30, 2007 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2007. The Company believes that any adjustments that have been identified in the review will not affect the Company's previously released results of operations for the year ended June 30, 2007 and the quarter ended September 30, 2007.

The Hain Celestial Group

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Melville, NY, is a leading natural and organic food and personal care products company in North America and Europe. Hain Celestial participates in almost all natural food categories with well-known brands that include Celestial Seasonings®, Terra Chips®, Garden of Eatin'®, Health Valley®, WestSoy®, Earth's Best®, Arrowhead Mills®, DeBoles®, Hain Pure Foods®, FreeBird™, Plainville Farms™, Hollywood®, Spectrum Naturals®, Spectrum Essentials®, Walnut Acres Organic™, Imagine Foods™, Rice Dream®, Soy Dream®, Rosetto®, Ethnic Gourmet®, Yves Veggie Cuisine®, Linda McCartney®, Realeat®, Lima®, Grains Noirs®, Natumi®, JASON®, Zia® Natural Skincare, Avalon Organics®, Alba Botanica® and Queen Helene®. For more information, visit www.hain-celestial.com.

Safe Harbor Statement

This press release contains forward-looking statements within and constitutes a "Safe Harbor" statement under the Private Securities Litigation Act of 1995. Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve known and unknown risks and uncertainties, which could cause our actual results to differ materially from those described in the forward-looking statements. These risks include but are not limited to general economic and business conditions; the ability to implement business and acquisition strategies and integrate acquisitions; competition; retention of key personnel; the results of the stock options review described above; compliance with government regulations, including the rules on proxy solicitations when necessary or required, and other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the annual report on Form 10-K for the fiscal year ended June 30, 2006.
