

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On December 19, 2005, The Hain Celestial Group, Inc. (the "Company"), HJH One, L.L.C. (the "Selling Stockholder"), which is an affiliate of H.J. Heinz Company (together with its affiliates, "Heinz"), UBS Securities LLC, Banc of America Securities LLC and J.P. Morgan Securities Inc. entered into an underwriting agreement (the "Underwriting Agreement") relating to the public offering at \$20.00 per share of 5,295,957 shares of the Company's common stock, par value \$.01 per share (the "Common Stock") by the Selling Stockholder. The Selling Stockholder has also agreed to sell up to 794,394 shares of the Company's Common Stock if the underwriters exercise in full their over-allotment option. The shares offered by the Selling Stockholder are being sold pursuant to the Company's shelf registration statement on Form S-3 (No. 333-130090), as amended (the "Registration Statement"), which was previously declared effective by the Securities and Exchange Commission ("SEC"), the base prospectus included therein and the prospectus supplement dated December 20, 2005 and filed with the SEC. The Underwriting Agreement is included as Exhibit 1.1 hereto and is hereby incorporated by reference herein and into the Registration Statement. The Company's press release announcing the pricing of the offering is included as Exhibit 99.1 hereto and is hereby incorporated by reference herein and into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

(1.1) Underwriting Agreement, dated as of December 19, 2005, by and among The Hain Celestial Group, Inc., HJH One, L.L.C., UBS Securities LLC, Banc of America Securities LLC and J.P. Morgan Securities Inc.

(99.1) Press release of Hain dated December 20, 2005.

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: December 20, 2005

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and
Chief Financial Officer