



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 May 2, 2006, The Hain Celestial Group, Inc. (“Hain” or the “Registrant”) completed a private placement of \$150 million aggregate principal amount of senior notes due 2016 (the “notes”). The notes bear interest at a fixed rate of 5.98% (subject to increase under certain circumstances).

On May 2, 2006, Hain entered into an amended and restated credit agreement with \$250 million in revolving commitments and an uncommitted \$100 million accordion feature, under which the facility may be increased to \$350 million. The maturity has also been extended from April 22, 2009 to May 2, 2011.

On May 3, 2006, Hain issued the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference. The amended and restated credit agreement and the note purchase agreement governing the terms of the notes are attached hereto as Exhibits 10.1 and 10.2, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

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

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                                                                                                                                                                                                             |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | Amended and Restated Credit Agreement, dated as of May 2, 2006, by and among the Registrant, Bank of America, N.A., as Administrative Agent, Keybank National Association and Citibank, N.A., as Co-Syndication Agents, First Pioneer Farm Credit, ACA and HSBC Bank USA, N.A., as Co-Documentation Agents, North Fork Bank, as Managing Agent, and the lenders party thereto. |
| 10.2               | Note Purchase Agreement, dated as of May 2, 2006, by and among the Registrant and the several purchasers named therein.                                                                                                                                                                                                                                                        |
| 99.1               | Press Release dated May 3, 2006.                                                                                                                                                                                                                                                                                                                                               |

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**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: May 3, 2006

THE HAIN CELESTIAL GROUP, INC.

(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and  
Chief Financial Officer