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HAIN CELESTIAL GROUP INC
Form 8-K
April 30, 2004

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)
April 22, 2004

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	0-22818	22-3240619
----- (State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
58 South Service Road Melville, New York		11747
----- (Address of principal executive offices)		----- (Zip Code)
Registrant's telephone number, including area code (631) 730-2200		

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On April 30, 2004, The Hain Celestial Group, Inc. ("Hain" or the "Registrant") announced that it has amended and restated its credit facility, increasing the commitments from \$240,000,000 to \$300,000,000 and providing for an uncommitted \$50,000,000 accordion feature, under which the facility may be increased to \$350,000,000. The maturity has also been extended from March 29, 2005, to April 22, 2009.

On April 30, 2004, Hain issued the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference. In addition to announcing the amended and restated credit facility, the press release also announced pricing adjustments and financial guidance for Hain's third fiscal quarter.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(C) EXHIBITS.

(10.1) Amended and Restated Credit Agreement dated April 22, 2004, by and among the Registrant and Fleet National Bank, as administrative agent, SunTrust

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Bank and KeyBank National Association, as co-syndication agents, HSBC Bank USA and First Pioneer Farm Credit, ACA, as co-documentation agents, and the lenders party thereto.

(99.1) Press release of Hain dated April 30, 2004.

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.

THE HAIN CELESTIAL GROUP, INC.

Dated: April 30, 2004

By: /s/ Ira J. Lamel

Ira J. Lamel
Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

Number -----	Description -----
(10.1)	Amended and Restated Credit Agreement dated April 22, 2004, by and among the Registrant and Fleet National Bank, as administrative agent, SunTrust Bank and KeyBank National Association, as co-syndication agents, HSBC Bank USA and First Pioneer Farm Credit, ACA, as co-documentation agents, and the lenders party thereto.
(99.1)	Press release of Hain dated April 30, 2004.