





**Item 2.01 Acquisition or Disposition of Assets.**

**On December 16, 2005, The Hain Celestial Group, Inc., a Delaware corporation (“Hain”), acquired the stock of Spectrum Organic Products, Inc., a California corporation (“Spectrum”), through a merger (the “Merger”) of Spectrum with and into Spectrum Organic Products, LLC, a California limited liability company and a newly formed wholly owned subsidiary of Hain, under the terms of the previously-announced Agreement and Plan of Merger, dated August 23, 2005, between Hain and Spectrum.**

**Consideration paid by Hain was approximately \$0.3485 in cash and 0.017929 shares of Hain common stock, in each case per share of Spectrum common stock. Hain also assumed Spectrum’s liabilities.**

**Hain funded the cash portion of the Merger consideration through borrowings under its existing credit facility and cash on hand.**

**Hain’s press release regarding consummation of the Merger is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein.**

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

**(99.1) Press release of Hain dated December 19, 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 19, 2005

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and  
Chief Financial Officer