





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

On January 11, 2007, The Hain Celestial Group, Inc., a Delaware corporation (“*Hain*”), acquired the stock of Avalon Holding Corporation, a Delaware corporation (“*Avalon*”), through a merger (the “*Merger*”) of a newly formed wholly owned subsidiary of Hain with and into Avalon, under the terms of the previously-announced Agreement and Plan of Merger, dated December 17, 2006, between Hain, Avalon and the other parties thereto.

Consideration paid by Hain was approximately \$120 million in cash. Hain funded 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.**

**(d) Exhibits.**

(99.1) Press release of Hain dated January 11, 2007.

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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: January 11, 2007

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel

Title: Executive Vice President and  
Chief Financial Officer