

HAIN CELESTIAL GROUP INC  
Form 8-K  
August 19, 2008

**UNITED STATES**  
**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): July 18, 2008**

**THE HAIN CELESTIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**0-22818**  
(Commission File Number)

**22-3240619**  
(I.R.S. Employer Identification No.)

of incorporation)

**58 South Service Road, Melville, NY 11747**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (631) 730-2200**

**Not Applicable**

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(Former name or former address, if changed since last report)

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. 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.**

The Hain Celestial Group, Inc. (the Company) entered into an agreement with an affiliate of Andrew R. Heyer, one of the Company's directors, which will allow the Company to use and occupy certain office space in New York City on a year-to-year basis for \$115,000 per year. The agreement, which is in the form of a license, was not effective until approved by the landlord of the building in which the space is located. The agreement was approved by the landlord on July 29, 2008; however, the Company was not notified of such approval until the week of August 4, 2008 when the documents were received from the landlord.

The License Agreement is attached as Exhibit 10.1 and is incorporated by reference herein.

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

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

<b>Exhibit No.</b>	<b>Description</b>
10.1	License Agreement, dated as of July 18, 2008.

**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: **August 19, 2008**

THE HAIN CELESTIAL GROUP, INC.  
(Registrant)

By: /s/ Ira J. Lamel

Name: Ira J. Lamel  
Title: Executive Vice President and Chief  
Financial Officer