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HAIN CELESTIAL GROUP INC  
Form DEFA14A  
November 22, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to ss.240.14a-12

THE HAIN CELESTIAL GROUP, INC.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement

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number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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THE HAIN CELESTIAL GROUP, INC.  
58 South Service Road  
Melville, NY 11747  
631.730.2200

November 18, 2004

Dear Fellow Stockholder:

We have previously sent to you proxy material for the Annual Meeting of stockholders of The Hain Celestial Group, Inc., to be held on December 2, 2004, 11 AM Pacific Time at our Jason Natural Products facility, 8468 Warner Drive, Culver City, California.

Your Board of Directors has unanimously recommended that stockholders vote in favor of all of the proposals under consideration.

Since approval of an amendment to our 2002 Long Term Incentive and Stock Award Plan requires the affirmative vote of at least a majority of the shares represented at the meeting, your vote is important, no matter how many or how few shares you may own.

Whether or not you have already done so, please sign, date and return the enclosed proxy card today in the envelope provided.

Very truly yours,

/s/ Irwin D. Simon

Irwin D. Simon  
President, Chief Executive  
Officer and Chairman of the Board

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IMPORTANT NOTE:

If you hold your shares through a bank or broker, you may be able to vote by telephone, or via the Internet. Please follow the instructions provided by your bank or broker with your proxy card.

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED  
TOLL-FREE, at (888) 750-5834.

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Please note: The address listed in the proxy statement for Jason Natural Products, the location of the December 2nd Annual Meeting, is incorrect.

The correct address is: 8468 Warner Drive, Culver City, California.  
For local directions, please contact us at Jason (310) 838-7543, Ext. 123.