



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4628

October 28, 2009

Mr. Ira J. Lamel
Executive Vice President and Chief Financial Officer
The Hain Celestial Group, Inc.
58 South Service Road
Melville, NY 11747

**Re: The Hain Celestial Group, Inc.
Preliminary Proxy Statement on Schedule 14A
Filed October 9, 2009
Response Letters Dated October 23, 2009 and October 27, 2009
File No. 000-22818**

Dear Mr. Lamel:

This is to confirm that on October 28, 2009, we informed your counsel that we had no further comments on the above-referenced filing.

Please contact Norman Gholson at (202) 551-3237 or me at (202) 551-3611 with any questions.

Sincerely,

Anne Nguyen Parker
Branch Chief