

CENTRAL GARDEN & PET CO  
Form 8-K  
February 08, 2012

**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) February 8, 2012**

**Central Garden & Pet Company**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33268**  
**(Commission**  
  
**File Number)**

**68-0275553**  
**(IRS Employer**  
  
**Identification No.)**

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**1340 Treat Boulevard, Suite 600,**

**Walnut Creek, California**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (925) 948-4000**

**94597**  
(Zip Code)

(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 (see General Instruction A.2. below):

- .. 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 8.01 Other Events.**

On February 8, 2012, Central Garden & Pet Company issued a press release announcing that it has priced a private placement of \$50 million of its 8.25% senior subordinated notes due 2018 at price of 98.501% of the principal amount of the notes, plus accrued interest from September 1, 2011 to the closing date. The notes are part of a series of 8.25% senior subordinated notes due 2018 issued by the company on March 8, 2010. After completion of the offering, the aggregate principal amount of the 8.25% senior subordinated notes due 2018 will total \$450 million. A copy of the press release is filed as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits**

99.1 Press Release dated February 8, 2012.

**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.

CENTRAL GARDEN & PET COMPANY

By: /s/ Lori A. Varlas  
Lori A. Varlas  
Senior Vice President, Chief Financial Officer and  
Secretary

Dated: February 8, 2012