UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 27, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to ______

Central Garden & Pet Company

Delaware	**001-33268**	**68-0275553**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1340 Treat Blvd., Suite 600, Walnut Creek, California 94597

(Address of principal executive offices) (Zip Code)

(925) 948-4000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CENT	The NASDAQ Stock Market LLC
Class A Common Stock	CENTA	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ¨☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	ý	Accelerated filer	☐	Smaller reporting company	☐
Non-accelerated filer	☐	Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock Outstanding as of July 29, 2026	9,650,221
Class A Common Stock Outstanding as of July 29, 2026	51,340,003
Class B Stock Outstanding as of July 29, 2026	1,602,374

PART I. FINANCIAL INFORMATION

PART II. OTHER INFORMATION

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This Form 10-Q includes “forward-looking statements.” Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, projected cost savings, the expected impact of tariffs, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy, the expectation for and timing of additional costs relating to facility closures, and the trends we anticipate in the industries and markets in which we operate and other information that is not historical information. When used in this Form 10-Q, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, our examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, beliefs and projections will be realized.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this Form 10-Q. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Form 10-Q are set forth in this Form 10-Q, including the risk factors described in the section entitled "Part II - Item 1A - Risk factors" and the Form 10-K for the fiscal year ended September 27, 2025, including the factors described in the section entitled “Item 1A – Risk Factors.” If any of these risks or uncertainties materializes, or if any of our underlying assumptions are incorrect, our actual results may differ significantly from the results that we express in, or imply by, any of our forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances, except as required by law. Presently known risk factors include, but are not limited to, the following factors:

- economic uncertainty and other adverse macroeconomic conditions, including a potential recession or inflationary pressure;
- impacts of further tariffs or a trade war and our ability to receive tariff refunds;
- risks associated with international sourcing;
- the failure to obtain certain required regulatory approvals or the failure to satisfy any of the other closing conditions to the completion of the TRIXIE transaction;

- our ability to close the TRIXIE acquisition in a timely basis or at all;
- our ability to integrate the acquired company and realize the potential benefits of the TRIXIE transaction to Central and our customers;
- fluctuations in energy prices, fuel and related petrochemical costs;
- the impact of the new pet distribution partnership on our financial results and ability to distribute and promote our pet branded products;
- declines in consumer spending and the associated increased inventory risk;
- seasonality and fluctuations in our operating results and cash flow;
- adverse weather conditions and climate change;
- the success of our Central to Home strategy and our Cost and Simplicity agenda;
- fluctuations in market prices for seeds and grains and other raw materials, including the impact of significant declines in grass seed market prices on our inventory valuation;
- risks associated with new product introductions, including the risk that our new products will not produce sufficient sales to recoup our investment;
- dependence on a small number of customers for a significant portion of our business;
- consolidation trends in the retail industry;
- supply shortages in pet birds, small animals and fish;
- potential credit risk associated with certain brick and mortar retailers in the pet specialty segment;
- reductions in demand for our product categories;
- competition in our industries;
- continuing implementation of an enterprise resource planning information technology system;
- regulatory issues;
- potential environmental liabilities;
- access to and cost of additional capital;
- the impact of product recalls;
- risks associated with our acquisition strategy, including our ability to successfully integrate acquisitions and the impact of purchase accounting on our financial results;
- potential goodwill or intangible asset impairment;
- the potential for significant deficiencies or material weaknesses in internal control over financial reporting, particularly of acquired companies;
- our dependence upon our key executives;
- our ability to recruit and retain members of our management team and employees to support our businesses;
- potential costs and risks associated with actual or potential cyberattacks;
- our ability to protect our trademarks and other proprietary rights;
- litigation and product liability claims;
- the impact of new accounting regulations and the possibility our effective tax rate will increase as a result of future changes in the corporate tax rate or other tax law changes;
- potential dilution from issuance of authorized shares; and
- the voting power associated with our Class B stock.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CENTRAL GARDEN & PET COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts, unaudited)

	June 27, 2026	June 28, 2025	September 27, 2025
ASSETS			
Current assets:			
Cash and cash equivalents	$ 996,710	$ 713,049	$ 882,488
Restricted cash	15,504	14,690	15,945
Accounts receivable (less allowance for credit losses of $8,884, $8,585 and $8,011)	460,243	522,712	325,297
Inventories, net	631,649	718,267	722,106
Prepaid expenses and other	30,593	31,497	30,294
Total current assets	2,134,699	2,000,215	1,976,130
Plant, property and equipment, net	349,324	366,362	363,188
Goodwill	545,841	554,692	554,692
Other intangible assets, net	426,901	455,100	447,643
Operating lease right-of-use assets	189,559	220,182	222,863
Other assets	143,629	60,771	61,127
Total	$ 3,789,953	$ 3,657,322	$ 3,625,643
LIABILITIES AND EQUITY			
Current liabilities:			
Accounts payable	$ 217,277	$ 210,926	$ 234,618
Accrued expenses	295,689	294,395	247,213
Current lease liabilities	50,686	56,779	56,865
Current portion of long-term debt	55	81	62
Total current liabilities	563,707	562,181	538,758
Long-term debt	1,193,003	1,191,179	1,191,641
Long-term lease liabilities	164,849	188,307	191,739
Deferred income taxes and other long-term obligations	121,493	125,125	118,572
Equity:			
Common stock ($0.01 par value; 9,650,221 shares outstanding at June 27, 2026, June 28, 2025 and September 27, 2025)	97	97	97
Class A common stock ($0.01 par value: 51,290,706, 51,556,941 and 51,618,682 shares outstanding at June 27, 2026, June 28, 2025 and September 27, 2025, respectively)	513	516	516
Class B stock ($0.01 par value: 1,602,374 shares outstanding at June 27, 2026, June 28, 2025 and September 27, 2025)	16	16	16
Additional paid-in capital	573,770	566,236	571,392
Retained earnings	1,175,716	1,024,902	1,015,096
Accumulated other comprehensive loss	(4,442)	(3,532)	(3,849)
Total Central Garden & Pet Company shareholders’ equity	1,745,670	1,588,235	1,583,268
Noncontrolling interest	1,231	2,295	1,665
Total equity	1,746,901	1,590,530	1,584,933
Total	$ 3,789,953	$ 3,657,322	$ 3,625,643

See notes to condensed consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts, unaudited)

	Three Months Ended		Nine Months Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Net sales	$ 882,362	$ 960,913	$ 2,405,887	$ 2,450,886
Cost of goods sold	565,444	628,903	1,598,797	1,650,094
Gross profit	316,918	332,010	807,090	800,792
Selling, general and administrative expenses	191,074	196,884	550,777	544,350
Operating income	125,844	135,126	256,313	256,442
Interest expense	(14,279)	(14,360)	(42,858)	(43,340)
Interest income	6,512	5,517	18,240	17,409
Other income	1,511	1,069	1,342	96
Income before income taxes and noncontrolling interest	119,588	127,352	233,037	230,607
Income tax expense	29,596	31,941	56,214	56,208
Income including noncontrolling interest	89,992	95,411	176,823	174,399
Net income attributable to noncontrolling interest	136	404	705	1,750
Net income attributable to Central Garden & Pet Company	$ 89,856	$ 95,007	$ 176,118	$ 172,649
Net income per share attributable to Central Garden & Pet Company:				
Basic	$ 1.46	$ 1.53	$ 2.87	$ 2.72
Diluted	$ 1.45	$ 1.52	$ 2.84	$ 2.69
Weighted average shares used in the computation of net income per share:				
Basic	61,452	61,980	61,409	63,557
Diluted	61,947	62,610	61,925	64,283

See notes to condensed consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands, unaudited)

	Three Months Ended		Nine Months Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Income including noncontrolling interest	$ 89,992	$ 95,411	$ 176,823	$ 174,399
Other comprehensive income (loss):				
Foreign currency translation, net of tax	(726)	1,083	(594)	(905)
Total comprehensive income	89,266	96,494	176,229	173,494
Comprehensive income attributable to noncontrolling interest	136	404	705	1,750
Comprehensive income attributable to Central Garden & Pet Company	$ 89,130	$ 96,090	$ 175,524	$ 171,744

See notes to condensed consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands, unaudited)

	Nine Months Ended	
	June 27, 2026	June 28, 2025
Cash flows from operating activities:		
Net income	$ 176,823	$ 174,399
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	60,977	64,063
Amortization of deferred financing costs	1,879	2,021
Non-cash lease expense	43,725	45,118
Stock-based compensation	15,699	15,572
Gain on divestiture	(2,479)	—
Deferred income taxes	4,481	4,587
Other operating activities	1,898	(1,851)
Changes in assets and liabilities (excluding businesses acquired):		
Accounts receivable	(130,770)	(195,704)
Inventories	22,268	39,800
Prepaid expenses and other assets	2,522	(3,992)
Accounts payable	8,189	(1,471)
Accrued expenses	47,630	48,390
Other long-term obligations	(1,548)	2,831
Operating lease liabilities	(43,699)	(43,983)
Net cash provided by operating activities	207,595	149,780
Cash flows from investing activities:		
Additions to property, plant and equipment	(33,851)	(30,580)
Payments to acquire companies, net of cash acquired	(57,720)	(3,318)
Proceeds from divestiture	30,644	—
Other investing activities	(50)	(150)
Net cash used in investing activities	(60,977)	(34,048)
Cash flows from financing activities:		
Repayments of long-term debt	(53)	(202)
Repurchase of common stock, including shares surrendered for tax withholding	(28,822)	(154,734)
Distribution to noncontrolling interest	(1,139)	(1,346)
Payment of financing costs	(2,329)	—
Net cash used in financing activities	(32,343)	(156,282)
Effect of exchange rate changes on cash and equivalents	(494)	(114)
Net increase (decrease) in cash, cash equivalents and restricted cash	113,781	(40,664)
Cash, cash equivalents and restricted cash at beginning of year	898,433	768,403
Cash, cash equivalents and restricted cash at end of period	$ 1,012,214	$ 727,739
Supplemental information:		
Cash paid for interest	$ 48,291	$ 48,778
Cash paid for income taxes – net of refunds	$ 35,295	$ 44,281
Lease liabilities arising from obtaining right-of-use assets	$ 9,519	$ 56,833

See notes to condensed consolidated financial statements.

CENTRAL GARDEN & PET COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three and Nine Months Ended June 27, 2026

(Unaudited)

1. Basis of Presentation

The condensed consolidated balance sheets of Central Garden & Pet Company and subsidiaries (the “Company” or “Central”) as of June 27, 2026 and June 28, 2025, the condensed consolidated statements of operations, the condensed consolidated statements of comprehensive income for the three and nine months ended June 27, 2026 and June 28, 2025, and the condensed consolidated statements of cash flows for the nine months ended June 27, 2026 and June 28, 2025 have been prepared by the Company, without audit. In the opinion of management, the interim financial statements include all normal recurring adjustments necessary for a fair statement of the results for the interim periods presented.

For the Company’s foreign businesses in Canada, the Canadian dollar is the functional currency. Assets and liabilities are translated using the exchange rate in effect at the balance sheet date. Income and expenses are translated at the average exchange rate for the period. Deferred taxes are not provided on translation gains and losses because the Company expects earnings of its foreign subsidiaries to be permanently reinvested. Transaction gains and losses are included in results of operations.

Due to the seasonal nature of the Company’s garden business, the results of operations for the three and nine months ended June 27, 2026 are not necessarily indicative of the operating results that may be expected for the entire fiscal year. These interim financial statements should be read in conjunction with the annual audited financial statements, accounting policies and financial notes thereto, included in the Company’s Annual Report on Form 10-K for the fiscal year ended September 27, 2025, which has previously been filed with the Securities and Exchange Commission. The September 27, 2025 balance sheet presented herein was derived from the audited financial statements.

Noncontrolling Interest

Noncontrolling interest in the Company’s condensed consolidated financial statements represents the 20% interest not owned by Central in a consolidated subsidiary. Since the Company controls this subsidiary, its financial statements are consolidated with those of the Company, and the noncontrolling owner’s 20% share of the subsidiary’s net assets and results of operations is deducted and reported as noncontrolling interest on the condensed consolidated balance sheets and as net income attributable to noncontrolling interest in the condensed consolidated statements of operations. See Note 8, Supplemental Equity Information, for additional information.

Cash, Cash Equivalents and Restricted Cash

The Company considers cash and all highly liquid investments with an original maturity of three months or less at date of purchase to be cash and cash equivalents. Restricted cash includes cash and highly liquid instruments that are used as collateral for stand-alone letter of credit agreements related to normal business transactions. These agreements require the Company to maintain specified amounts of cash as collateral in segregated accounts to support the letters of credit issued thereunder, which will affect the amount of cash the Company has available for other uses.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company manages the credit risk associated with cash equivalents by investing with high-quality institutions. The Company maintains cash accounts that exceed federally insured limits. The Company has not experienced any losses from maintaining cash accounts in excess of such limits. Management believes that it is not exposed to any significant risks on its cash and cash equivalent accounts.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets to the condensed consolidated statements of cash flows as of June 27, 2026, June 28, 2025 and September 27, 2025, respectively.

	June 27, 2026	June 28, 2025	September 27, 2025
		(in thousands)	
Cash and cash equivalents	$ 996,710	$ 713,049	$ 882,488
Restricted cash	15,504	14,690	15,945
Total cash, cash equivalents and restricted cash	$ 1,012,214	$ 727,739	$ 898,433

Allowance for Credit Losses

The Company's trade accounts receivable are recorded at net realizable value, which includes an allowance for estimated credit losses. The Company maintains an allowance for credit losses related to its trade accounts receivable associated with future expected credit losses resulting from the inability of its customers to make required payments. The Company estimates the allowance based upon historical bad debts, current customer receivable balances and the customer's financial condition. The allowance is adjusted to reflect changes in current and forecasted macroeconomic conditions. The Company's estimate of credit losses includes expected current and future economic and market conditions.

Revenue Recognition

Revenue Recognition and Nature of Products and Services

The Company manufactures, markets and distributes a wide variety of pet and garden products to wholesalers, distributors and retailers, primarily in the United States. The majority of the Company's revenue is generated from the sale of finished pet and garden products. The Company also recognizes a minor amount of non-product revenue (approximately one percent of consolidated net sales) comprising third-party logistics services, merchandising services and royalty income from sales-based licensing arrangements. Product and non-product revenue is recognized when performance obligations under the terms of the contracts with customers are satisfied. The Company recognizes product revenue when control over the finished goods transfers to its customers, which generally occurs upon shipment to, or receipt at, customers' locations, as determined by the specific terms of the contract, and when control over the finished goods transfers to retail consumers in consignment arrangements. These revenue arrangements generally have single performance obligations. Non-product revenue is recognized as the services are provided to the customer in the case of third-party logistics services and merchandising services, or as third-party licensee sales occur for royalty income. Revenue, which includes shipping and handling charges billed to the customer, is reported net of variable consideration and consideration payable to our customers, including applicable discounts, returns, allowances, trade promotion, unsaleable product, consumer coupon redemption and rebates. Shipping and handling costs that occur before the customer obtains control of the goods are deemed to be fulfillment activities and are accounted for as fulfillment costs.

Key sales terms are established on a frequent basis such that most customer arrangements and related incentives have a one year or shorter duration. As such, the Company does not capitalize contract inception costs. The Company generally does not have unbilled receivables at the end of a period. Deferred revenues are not material and primarily include advance payments for services that have yet to be rendered. The Company does not receive noncash consideration for the sale of goods. Amounts billed and due from our customers are classified as receivables and require payment on a short-term basis; therefore, the Company does not have any significant financing components.

Sales Incentives and Other Promotional Programs

The Company routinely offers sales incentives and discounts through various regional and national programs to its customers and consumers. These programs include product discounts or allowances, product rebates, product returns, one-time or ongoing trade-promotion programs with customers and consumer coupon programs that require the Company to estimate and accrue the expected costs of such programs. The costs associated with these activities are accounted for as reductions to the transaction price of the Company's products and are, therefore, recorded as reductions to gross sales at the time of sale. The Company bases its estimates of incentive costs on historical trend experience with similar programs, actual incentive terms per customer contractual obligations and expected levels of performance of trade promotions, utilizing customer and sales organization inputs. The Company maintains accruals at the end of each period for the estimated incentive costs incurred but unpaid for these programs. Differences between estimated and actual incentive costs are generally not material and are recognized in earnings in the period such differences are determined. Reserves for product returns, accrued rebates and promotional accruals are included in the condensed consolidated balance sheets as part of accrued expenses, and the value of inventory associated with reserves for sales returns is included within prepaid expenses and other current assets on the condensed consolidated balance sheets.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Long-term operating lease right-of-use ("ROU") assets and current and long-term operating lease liabilities are presented separately in the condensed consolidated balance sheets. Finance lease ROU assets are presented in property, plant and equipment, net, and the related finance liabilities are presented with current and long-term debt in the condensed consolidated balance sheets.

Lease ROU assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and exclude any lease incentives received from the lessor. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term on a collateralized basis. Variable lease payments are expensed as incurred and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. Non-lease components and the lease components to which they relate are accounted for as a single lease component, as the Company has elected to combine lease and non-lease components for all classes of underlying assets.

Amortization of ROU lease assets is calculated on a straight-line basis over the lease term with the expense recorded in cost of sales or selling, general and administrative expenses, depending on the nature of the leased item. Interest expense is recorded over the lease term and is recorded in interest expense (based on a front-loaded interest expense pattern) for finance leases and is recorded in cost of sales or selling, general and administrative expenses (on a straight-line basis) for operating leases. All operating lease cash payments and interest on finance leases are recorded within cash flows from operating activities and all finance lease principal payments are recorded within cash flows from financing activities in the condensed consolidated statements of cash flows.

Recent Accounting Pronouncements

Accounting Standards Not Yet Adopted

Income Taxes

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures.* This ASU primarily requires enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. ASU No. 2023-09 is to be applied prospectively, with the option to apply the standard retrospectively, effective for fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires incremental disclosures about specific expense categories, including, but not limited to, purchases of inventory, employee compensation, depreciation, amortization and selling expenses. The amendments are effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted, and the amendments may be applied either prospectively or retrospectively. Management is continuing to assess the detailed disclosure requirements and implementation considerations associated with the ASU. The amendments affect disclosures only and are not expected to impact the Company’s financial condition or results of operations.

Internal-Use Software

In September 2025, the FASB issued ASU No. 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The ASU modernizes the accounting for internal-use software costs by eliminating the existing project-stage model and requiring capitalization of eligible software development costs when management has authorized and committed to funding the project and it is probable that the project will be completed and the software will be used for its intended purpose. The ASU also clarifies certain disclosure requirements for capitalized internal-use software costs. The amendments are effective for the Company's fiscal year beginning after December 15, 2027, including interim periods within that fiscal year. Early adoption is permitted. The Company is currently evaluating the impact the adoption of this guidance will have on its condensed consolidated financial statements and related disclosures.

2. Fair Value Measurements

ASC 820 establishes a single authoritative definition of fair value, a framework for measuring fair value and expands disclosure of fair value measurements. ASC 820 requires financial assets and liabilities to be categorized based on the inputs used to calculate their fair values as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability, which reflect the Company’s own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company’s financial instruments include cash and equivalents, accounts receivable and payable and accrued liabilities. The carrying amount of these instruments approximates fair value because of their short-term nature.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company's financial assets and liabilities measured at fair value on a recurring basis consist of contingent consideration within Level 3 of the fair value hierarchy. Such amounts are not material for all periods presented.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company measures certain non-financial assets and liabilities, including long-lived assets, goodwill and intangible assets, at fair value on a non-recurring basis. Fair value measurements of non-financial assets and non-financial liabilities are used primarily in the impairment analyses of long-lived assets, goodwill and other intangible assets. During the periods ended June 27, 2026 and June 28, 2025, the Company was not required to measure any significant non-financial assets and liabilities at fair value.

Fair Value of Other Financial Instruments

In April 2021, the Company issued $400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). The estimated fair value of the Company's 2031 Notes as of June 27, 2026, June 28, 2025 and September 27, 2025 was $376.9 million, $371.4 million and $374.4 million, respectively, compared to a carrying value of $397.1 million, $396.5 million and $396.7 million, respectively.

In October 2020, the Company issued $500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). The estimated fair value of the Company's 2030 Notes as of June 27, 2026, June 28, 2025 and September 27, 2025 was $477.3 million, $471.7 million and $473.5 million, respectively, compared to a carrying value of $496.6 million, $495.8 million and $496.0 million, respectively.

In December 2017, the Company issued $300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The estimated fair value of the Company's 2028 Notes as of June 27, 2026, June 28, 2025 and September 27, 2025 was $299.4 million, $300.3 million and $299.4 million, respectively, compared to a carrying value of $299.3 million, $298.8 million and $298.9 million, respectively.

The estimated fair value is based on quoted market prices for these notes, which are Level 2 inputs within the fair value hierarchy.

3. Acquisitions and Divestitures

Acquisitions

On December 12, 2025, the Company acquired the U.S. assets of Champion USA LLC, a cattle fly-control company, for approximately $57 million in cash. The Company has not yet finalized the allocation of the purchase price to the fair value of the tangible and intangible assets acquired. Approximately $56 million of the purchase price remains unallocated and is included in other assets on the condensed consolidated balance sheet as of June 27, 2026.

Divestitures

On April 13, 2026, the Company completed the sale of substantially all of the assets and operations, excluding accounts receivable, comprising its Pet Distribution business to Phillips Pet Food & Supplies ("Phillips"), a leading national distributor of pet products. As part of the transaction, the Company received cash proceeds of approximately $31 million plus a note receivable of $5 million and retained a 20% ownership interest in the newly formed partnership of $26.1 million. The retained investment was measured at fair value upon deconsolidation and is included in other assets on the condensed consolidated balance sheets. The investment is accounted for under the equity method of accounting. The Company divested net assets of $57 million, including inventory of $69 million and recognized a pre-tax gain of $2.5 million during the quarter ended June 27, 2026, which is included in Other income. The divestiture does not meet the criteria for discontinued operations presentation under ASC 205-20, as it does not represent a strategic shift having a major effect on the Company's operations and financial results.

In connection with the divestiture of the Pet Distribution business, the Company entered into a Transition Services Agreement ("TSA") with Phillips, pursuant to which the Company provides certain transitional services following the closing of the transaction. The services generally include logistics, facilities, information technology, finance, and human resources support and are expected to be provided for periods ranging from approximately three months to three years, depending on the nature of the service. Fees charged under the TSA are designed to reimburse the Company for the costs incurred in providing such services.

The Company also entered into a supply agreement with Phillips pursuant to which Phillips distributes certain of the Company's consumer pet products. Transactions under the supply agreement are conducted in the ordinary course of business on terms substantially consistent with those provided to other distribution customers.

Depending on the nature of the underlying transaction, amounts recognized under the TSA and supply agreement are recorded within net sales, cost of sales, or selling, general and administrative expense in the condensed consolidated statements of operations. During the three months ended June 27, 2026, the Company recognized $14.8 million in reimbursements under the TSA. Reimbursements are classified within the condensed consolidated statements of operations based on the classificatoin of the original costs they are designed to reimburse. During the three months ended June 27, 2026, the Company recognized Net sales of $5.8 million under the supply agreement.

Based on the terms of the transaction agreement, the Company concluded that the newly formed partnership is a VIE for which the Company is not the primary beneficiary because the governance structure of the entity does not allow the Company to direct the activities that most significantly impact its economic performance. In line with this conclusion, the Company deconsolidated the Pet Distribution business from its consolidated financial statements as of the April 13, 2026 transaction close date.

4. Inventories, net

Inventories, net of allowance for obsolescence, consist of the following:

	June 27, 2026	June 28, 2025	September 27, 2025
		(in thousands)	
Raw materials	$ 203,437	$ 227,796	$ 219,890
Work in progress	132,995	120,122	134,084
Finished goods	279,282	351,045	347,209
Supplies	15,935	19,304	20,923
Total inventories, net	$ 631,649	$ 718,267	$ 722,106

5. Goodwill

The Company tests goodwill for impairment annually (as of the first day of the fourth fiscal quarter), or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, by first assessing qualitative factors to determine whether it is more likely than not the fair value of the reporting unit is less than its carrying amount. The qualitative assessment evaluates factors including macroeconomic conditions, industry-specific and company-specific considerations, legal and regulatory environments and historical performance. If it is determined that it is more likely than not the fair value of the reporting unit is greater than its carrying amount, it is unnecessary to perform the quantitative goodwill impairment test. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative test is performed to identify potential goodwill impairment. Based on certain circumstances, the Company may elect to bypass the qualitative assessment and proceed directly to performing the quantitative goodwill impairment test, which compares the estimated fair value of our reporting units to their related carrying values, including goodwill. Impairment is indicated if the estimated fair value of the reporting unit is less than its carrying value, and an impairment charge is recognized for the differential. The Company's goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of its two reporting units to the Company's total market capitalization. No impairment was recorded for the nine months ended June 27, 2026 and June 28, 2025. As a result of the disposition of the Pet Distribution business and the exit of a minor pet business, the Company derecognized $8.9 million of goodwill. See Note 3, Acquisitions and Divestitures, for additional information.

Table of Contents

6. Other Intangible Assets

The following table summarizes the components of gross and net acquired intangible assets:

	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
		(in millions)		
June 27, 2026				
Marketing-related intangible assets – amortizable	$ 26.0	$ (23.5)	$ —	$ 2.5
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	292.3	(23.5)	(35.0)	233.8
Customer-related intangible assets – amortizable	421.7	(219.5)	(17.5)	184.7
Other acquired intangible assets – amortizable	40.1	(36.3)	(1.3)	2.5
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	47.3	(36.3)	(2.5)	8.4
Total other intangible assets, net	$ 761.2	$ (279.3)	$ (55.0)	$ 426.9

	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
		(in millions)		
June 28, 2025				
Marketing-related intangible assets – amortizable	$ 26.0	$ (23.2)	$ —	$ 2.8
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	292.3	(23.2)	(35.0)	234.2
Customer-related intangible assets – amortizable	421.7	(195.1)	(17.5)	209.0
Other acquired intangible assets – amortizable	41.9	(35.6)	(0.3)	6.0
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	49.1	(35.6)	(1.5)	11.9
Total other intangible assets, net	$ 763.0	$ (253.9)	$ (54.0)	$ 455.1

	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
		(in millions)		
September 27, 2025				
Marketing-related intangible assets – amortizable	$ 26.0	$ (23.3)	$ —	$ 2.7
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	292.3	(23.3)	(35.0)	234.1
Customer-related intangible assets – amortizable	421.7	(201.3)	(17.5)	202.9
Other acquired intangible assets – amortizable	41.9	(35.8)	(1.3)	4.8
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	49.1	(35.8)	(2.5)	10.7
Total other intangible assets, net	$ 763.0	$ (260.4)	$ (55.0)	$ 447.6

Other acquired intangible assets include contract-based and technology-based intangible assets.

The Company evaluates long-lived assets, including amortizable and indefinite-lived intangible assets, for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company evaluates indefinite-lived intangible assets on an annual basis. During the nine months ended June 27, 2026, in connection with the Company's decision to exit a minor pet business, the Company determined that the carrying value of certain amortizable intangible assets associated with that business was no longer recoverable. As a result, the Company derecognized intangible assets of $0.9 million, which is included in selling, general and administrative expenses. Factors indicating the carrying value of the Company’s amortizable intangible assets may not be recoverable were not present in the nine months ended June 28, 2025, and accordingly, no impairment testing was performed on these assets.

The Company amortizes its acquired intangible assets with definite lives over periods ranging from five years to 25 years, over weighted average remaining lives of eight years for marketing-related intangibles, ten years for customer-related intangibles and seven years for other acquired intangibles. Amortization expense for intangibles subject to amortization was approximately $6.2 million and $6.6 million for the three months ended June 27, 2026 and June 28, 2025, respectively, and $18.9 million and $20.6 million for the nine months ended June 27, 2026 and June 28, 2025, respectively, and is classified within selling, general and administrative expenses in the condensed consolidated statements of operations. Estimated annual amortization expense related to acquired intangible assets in each of the succeeding five years is estimated to be approximately $24 million per year from fiscal 2026 through fiscal 2028 and $22 million per year from fiscal 2029 through fiscal 2030.

7. Long-Term Debt

Long-term debt consists of the following:

	June 27, 2026	June 28, 2025	September 27, 2025
		(in thousands)	
Senior notes, interest at 5.125%, payable semi-annually, principal due February 2028	$ 300,000	$ 300,000	$ 300,000
Senior notes, interest at 4.125%, payable semi-annually, principal due October 2030	500,000	500,000	500,000
Senior notes, interest at 4.125%, payable semi-annually, principal due April 2031	400,000	400,000	400,000
Unamortized debt issuance costs	(7,052)	(8,929)	(8,458)
Net carrying value	1,192,948	1,191,071	1,191,542
Asset-based revolving credit facility, interest at SOFR plus a margin of 1.00% to 1.50% or Base Rate plus a margin of 0.00% to 0.50%, final maturity December 2026.	—	—	—
Other notes payable	110	189	161
Total	1,193,058	1,191,260	1,191,703
Less current portion	(55)	(81)	(62)
Long-term portion	$ 1,193,003	$ 1,191,179	$ 1,191,641

Senior Notes

$400 million 4.125% Senior Notes due 2031

In April 2021, the Company issued $400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). The Company used a portion of the net proceeds from the offering to repay all outstanding borrowings under its Credit Facility, with the remainder used for general corporate purposes.

The Company incurred approximately $6.0 million of debt issuance costs in conjunction with this issuance, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2031 Notes.

The 2031 Notes require semiannual interest payments on April 30 and October 30. The 2031 Notes are unconditionally guaranteed on a senior basis by each of the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility. The 2031 Notes were issued in a private placement under Rule 144A and will not be registered under the Securities Act of 1933.

The Company may redeem some or all of the 2031 Notes at the Company’s option, at any time on or after April 30, 2026 for 102.063%, on or after April 30, 2027 for 101.375%, on or after April 30, 2028 for 100.688% and on or after April 30, 2029 for 100.0%, plus accrued and unpaid interest.

The holders of the 2031 Notes have the right to require the Company to repurchase all or a portion of the 2031 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, upon the occurrence of a change of control.

The 2031 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of June 27, 2026.

$500 million 4.125% Senior Notes due 2030

In October 2020, the Company issued $500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). The Company used a portion of the net proceeds to redeem all of its outstanding 6.125% senior notes due November 2023 (the "2023 Notes") at a redemption price of 101.531% plus accrued and unpaid interest, and to pay related fees and expenses, with the remainder used for general corporate purposes.

The Company incurred approximately $8.0 million of debt issuance costs associated with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2030 Notes.

The 2030 Notes require semiannual interest payments on October 15 and April 15. The 2030 Notes are unconditionally guaranteed on a senior basis by each of the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility.

The Company may redeem some or all of the 2030 Notes, at its option, in whole or in part, at any time on or after October 15, 2025 for 102.063%, on or after October 15, 2026 for 101.375%, on or after October 15, 2027 for 100.688% and on or after October 15, 2028 for 100.0%, plus accrued and unpaid interest.

The holders of the 2030 Notes have the right to require the Company to repurchase all or a portion of the 2030 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2030 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of June 27, 2026.

$300 million 5.125% Senior Notes due 2028

In December 2017, the Company issued $300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The Company used the net proceeds from the offering to finance acquisitions and for general corporate purposes.

The Company incurred approximately $4.8 million of debt issuance costs in conjunction with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2028 Notes.

The 2028 Notes require semiannual interest payments on February 1 and August 1. The 2028 Notes are unconditionally guaranteed on a senior basis by the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility.

The Company may redeem some or all of the 2028 Notes, at its option, at any time on or after January 1, 2026 for 100.0%, plus accrued and unpaid interest.

The holders of the 2028 Notes have the right to require the Company to repurchase all or a portion of the 2028 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2028 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of June 27, 2026.

Asset-Based Loan Facility

On November 7, 2025, the Company entered into a Fourth Amended and Restated Credit Agreement (the “Credit Agreement”). The Credit Agreement provides for a $600 million principal amount senior secured asset-based revolving credit facility, with up to an additional $400 million principal amount available, as defined, if the Company exercises the uncommitted accordion feature set forth therein (collectively, the “Credit Facility”). The Credit Facility matures on November 7, 2030. The Company may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full.

The Credit Facility is subject to a borrowing base that is calculated using a formula based upon eligible receivables and inventory, and at the Company's election, eligible real property, minus certain reserves. Proceeds of the Credit Facility may be used for general corporate purposes. Net availability under the Credit Facility was approximately $465 million as of June 27, 2026. The Credit Facility includes a $50 million sublimit for the issuance of standby and commercial letters of credit and a $75 million sublimit for swing loan borrowings. As of

June 27, 2026, there were no borrowings outstanding and no letters of credit outstanding under the Credit Facility. Outside of the Credit Facility, there were other standby and commercial letters of credit of $2.9 million outstanding as of June 27, 2026.

Borrowings under the Credit Facility will bear interest at an index based on SOFR (which will not be less than 0.00%) or, at the Company's option, the Base Rate, plus, in either case, an applicable margin based on the average availability level under the Credit Facility. Base Rate is defined as the highest of (a) the Truist prime rate, (b) the Federal Funds Rate plus 0.50%, (c) one-month SOFR plus 1.00% and (d) 0.00%. The applicable margin for SOFR-based borrowings fluctuates between 1.00%-1.50%, and was 1.00% as of June 27, 2026, and the applicable margin for Base Rate borrowings fluctuates between 0.00%-0.50% and was 0.00% as of June 27, 2026. An unused line fee shall be payable quarterly in respect of the total amount of the unutilized commitments under the Credit Facility, and a letter of credit plus a facing fee to the issuing bank. The Company is also required to pay certain fees to the administrative agent under the Credit Facility. As of June 27, 2026, the interest rate applicable to Base Rate borrowings was 6.8%, and the interest rate applicable to one-month SOFR-based borrowings was 4.6%.

The Company incurred approximately $2.3 million of debt issuance costs in conjunction with this transaction, which included lender fees and legal expenses. The debt issuance costs were recorded in Other Assets and are being amortized over the term of the Credit Facility.

The Credit Facility contains customary covenants, including a financial covenant which requires the Company to maintain a minimum fixed charge coverage ratio of 1:1 when availability falls below certain thresholds established in the Credit Agreement, reporting requirements and events of default. The Credit Facility is secured by substantially all of the Company's assets and the assets of its subsidiaries guaranteeing the Credit Facility, including (i) pledges of 100% of the stock or other equity interest of each domestic subsidiary that is directly owned by such entity and (ii) 65% of the stock or other equity interest of each foreign subsidiary that is directly owned by such entity, in each case subject to customary exceptions. The Company was in compliance with all financial covenants under the Credit Facility as of June 27, 2026.

8. Supplemental Equity Information

The following table provides a summary of the changes in the carrying amounts of equity attributable to controlling interest and noncontrolling interest through the nine months ended June 27, 2026 and June 28, 2025.

	Controlling Interest								
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total	Noncontrolling Interest	Total
					(in thousands)				
Balance September 27, 2025	$ 97	$ 516	$ 16	$ 571,392	$ 1,015,096	$ (3,849)	$ 1,583,268	$ 1,665	$ 1,584,933
Comprehensive income	—	—	—	—	6,841	492	7,333	18	7,351
Amortization of share-based awards	—	—	—	3,026	—	—	3,026	—	3,026
Restricted share activity, including net share settlement	—	—	—	(1,411)	—	—	(1,411)	—	(1,411)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,696	—	—	1,697	—	1,697
Repurchase of stock	—	(7)	—	(6,001)	(12,489)	—	(18,497)	—	(18,497)
Distribution to Noncontrolling interest	—	—	—	—	—	—	—	(1,139)	(1,139)
Balance December 27, 2025	$ 97	$ 510	$ 16	$ 568,702	$ 1,009,448	$ (3,357)	$ 1,575,416	$ 544	$ 1,575,960
Comprehensive income (loss)	—	—	—	—	79,421	(359)	79,062	551	79,613
Amortization of share-based awards	—	—	—	2,643	—	—	2,643	—	2,643
Restricted share activity, including net share settlement	—	2	—	(4,164)	—	—	(4,162)	—	(4,162)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,708	—	—	1,709	—	1,709
Repurchase of stock	—	(1)	—	(1,002)	(2,419)	—	(3,422)	—	(3,422)
Balance March 28, 2026	$ 97	$ 512	$ 16	$ 567,887	$ 1,086,450	$ (3,716)	$ 1,651,246	$ 1,095	$ 1,652,341
Comprehensive income (loss)	—	—	—	—	89,856	(726)	89,130	136	89,266
Amortization of share-based awards	—	—	—	3,590	—	—	3,590	—	3,590
Restricted share activity, including net share settlement	—	—	—	(92)	—	—	(92)	—	(92)
Issuance of common stock, including net share settlement of stock options	—	1	—	2,622	—	—	2,623	—	2,623
Repurchase of stock			—	(237)	(590)	—	(827)	—	(827)
Balance June 27, 2026	$ 97	$ 513	$ 16	$ 573,770	$ 1,175,716	$ (4,442)	$ 1,745,670	$ 1,231	$ 1,746,901

Table of Contents

	Controlling Interest								
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total	Noncontrolling Interest	Total
	(in thousands)								
Balance September 28, 2024	$ 111	$ 544	$ 16	$ 598,098	$ 959,511	$ (2,626)	$ 1,555,654	$ 1,891	$ 1,557,545
Comprehensive income (loss)	—	—	—	—	14,009	(2,035)	11,974	172	12,146
Amortization of share-based awards	—	—	—	3,648	—	—	3,648	—	3,648
Restricted share activity, including net share settlement	—	(1)	—	(1,810)	—	—	(1,811)	—	(1,811)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,789	—	—	1,790	—	1,790
Repurchase of stock	(4)	(13)	—	(14,948)	(37,176)	—	(52,141)	—	(52,141)
Distribution to Noncontrolling interest	—	—	—	—	—	—	—	(1,346)	(1,346)
Balance December 28, 2024	$ 107	$ 531	$ 16	$ 586,777	$ 936,344	$ (4,661)	$ 1,519,114	$ 717	$ 1,519,831
Comprehensive income	—	—	—	—	63,633	46	63,679	1,174	64,853
Amortization of share-based awards	—	—	—	2,387	—	—	2,387	—	2,387
Restricted share activity, including net share settlement	—	1	—	(3,574)	—	—	(3,573)	—	(3,573)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,175	—	—	1,176	—	1,176
Repurchase of stock	(5)	(7)	—	(10,996)	(30,262)	—	(41,270)	—	(41,270)
Balance March 29, 2025	$ 102	$ 526	$ 16	$ 575,769	$ 969,715	$ (4,615)	$ 1,541,513	$ 1,891	$ 1,543,404
Comprehensive income	—	—	—	—	95,007	1,083	96,090	404	96,494
Amortization of share-based awards	—	—	—	3,668	—	—	3,668	—	3,668
Restricted share activity, including net share settlement	—	—	—	(380)	—	—	(380)	—	(380)
Issuance of common stock, including net share settlement of stock options	—	1	—	2,320	—	—	2,321	—	2,321
Repurchase of stock	(5)	(11)	—	(15,141)	(39,820)	—	(54,977)	—	(54,977)
Balance June 28, 2025	$ 97	$ 516	$ 16	$ 566,236	$ 1,024,902	$ (3,532)	$ 1,588,235	$ 2,295	$ 1,590,530

9. Stock-Based Compensation

The Company recognized share-based compensation expense of $15.7 million and $15.6 million for the nine months ended June 27, 2026 and June 28, 2025, respectively, as a component of selling, general and administrative expenses. The tax benefit associated with share-based compensation expense for each of the nine months ended June 27, 2026 and June 28, 2025 was $3.7 million.

10. Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted per share computations for net income available to common shareholders.

	Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026		
	Income	Shares	Per Share	Income	Shares	Per Share
	(in thousands, except per share amounts)					
Basic EPS:						
Net income available to common shareholders	$ 89,856	61,452	$ 1.46	$ 176,118	61,409	$ 2.87
Effect of dilutive securities:						
Options to purchase common stock	—	15	—	—	19	—
Restricted shares	—	334	(0.01)	—	351	(0.02)
Performance stock units	—	146	—	—	146	(0.01)
Diluted EPS:						
Net income available to common shareholders	$ 89,856	61,947	$ 1.45	$ 176,118	61,925	$ 2.84

	Three Months Ended June 28, 2025			Nine Months Ended June 28, 2025		
	Income	Shares	Per Share	Income	Shares	Per Share
	(in thousands, except per share amounts)					
Basic EPS:						
Net income available to common shareholders	$ 95,007	61,980	$ 1.53	$ 172,649	63,557	$ 2.72
Effect of dilutive securities:						
Options to purchase common stock	—	52	—	—	80	—
Restricted shares	—	388	(0.01)	—	486	(0.02)
Performance stock units	—	190	—	—	160	(0.01)
Diluted EPS:						
Net income available to common shareholders	$ 95,007	62,610	$ 1.52	$ 172,649	64,283	$ 2.69

Options to purchase 0.5 million shares of Class A common stock at prices ranging from $31.18 to $35.22 per share were outstanding at June 27, 2026, and options to purchase 0.6 million shares of Class A common stock at prices ranging from $20.63 to $37.22 per share were outstanding at June 28, 2025.

For the three months ended June 27, 2026 and June 28, 2025, approximately 0.3 million options outstanding for both years were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the common shares and therefore, the effect of including these options would be anti-dilutive.

For the nine months ended June 27, 2026 and June 28, 2025, approximately 0.3 million options outstanding for both years were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the common shares and therefore, the effect of including these options would be anti-dilutive.

11. Segment Information

Management has determined that the Company has two operating segments, which are also reportable segments based on the level at which the Chief Operating Decision Maker reviews the results of operations to make decisions regarding performance assessment and resource allocation. These operating segments are the Pet segment and the Garden segment. Substantially all of the Company's assets and operations relate to its business in the United States. Financial information relating to the Company's business segments is presented in the tables below.

	Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026		
	Pet	Garden	Total	Pet	Garden	Total
	(in thousands)					
Net sales	$ 400,465	$ 481,897	$ 882,362	$ 1,293,119	$ 1,112,768	$ 2,405,887
Cost of goods sold	237,085	328,359		802,371	796,426	
Selling, general and administrative expenses	96,562	63,487		296,308	170,002	
Segment operating income	$ 66,818	$ 90,051	$ 156,869	$ 194,440	$ 146,340	$ 340,780
Unallocated corporate items			(31,025)			(84,467)
Interest expense			(14,279)			(42,858)
Interest income			6,512			18,240
Other income			1,511			1,342
Income before income taxes and noncontrolling interest			$ 119,588			$ 233,037

	Three Months Ended June 28, 2025			Nine Months Ended June 28, 2025		
	Pet	Garden	Total	Pet	Garden	Total
	(in thousands)					
Net sales	$ 492,549	$ 468,364	$ 960,913	$ 1,373,721	$ 1,077,165	$ 2,450,886
Cost of goods sold	306,819	322,084		876,388	773,706	
Selling, general and administrative expenses	109,531	63,291		309,263	159,315	
Segment operating income	$ 76,199	$ 82,989	$ 159,188	$ 188,070	$ 144,144	$ 332,214
Unallocated corporate items			(24,062)			(75,772)
Interest expense			(14,360)			(43,340)
Interest income			5,517			17,409
Other income			1,069			96
Income before income taxes and noncontrolling interest			$ 127,352			$ 230,607

	Three Months Ended		Nine Months Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
	(in thousands)			
Depreciation and amortization:				
Pet segment	$ 9,418	$ 10,391	$ 30,017	$ 29,969
Garden segment	9,987	10,383	30,252	31,957
Total reportable segments	19,405	20,774	60,269	61,926
Corporate	229	709	708	2,137
Total depreciation and amortization	$ 19,634	$ 21,483	$ 60,977	$ 64,063

	June 27, 2026		June 28, 2025		September 27, 2025	
			(in thousands)			
Assets:						
Pet segment	$	881,985	$	1,022,858	$	941,122
Garden segment		1,281,968		1,354,323		1,232,088
Total reportable segments		2,163,953		2,377,181		2,173,210
Corporate		1,626,000		1,280,141		1,452,433
Total assets	$	3,789,953	$	3,657,322	$	3,625,643
Goodwill (included in corporate assets above):						
Pet segment	$	276,472	$	285,323	$	285,323
Garden segment		269,369		269,369		269,369
Total goodwill	$	545,841	$	554,692	$	554,692

The tables below present the Company's disaggregated revenues by segment:

	Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026		
	Pet	Garden	Total	Pet	Garden	Total
			(in millions)			
Other pet products	$ 178.0	$ —	$ 178.0	$ 460.5	$ —	$ 460.5
Dog and cat products	143.9	—	143.9	458.3	—	458.3
Other manufacturers' products	16.9	72.3	89.2	223.8	172.0	395.8
Wild bird products	61.7	88.2	149.9	150.5	228.7	379.2
Other garden supplies	—	321.4	321.4	—	712.1	712.1
Total	$ 400.5	$ 481.9	$ 882.4	$ 1,293.1	$ 1,112.8	$ 2,405.9

	Three Months Ended June 28, 2025			Nine Months Ended June 28, 2025		
	Pet	Garden	Total	Pet	Garden	Total
			(in millions)			
Other pet products	$ 187.3	$ —	$ 187.3	$ 465.1	$ —	$ 465.1
Dog and cat products	144.5	—	144.5	442.7	—	442.7
Other manufacturers' products	106.1	80.6	186.7	321.4	184.3	505.7
Wild bird products	54.6	78.1	132.7	144.5	213.3	357.8
Other garden supplies	—	309.7	309.7	—	679.6	679.6
Total	$ 492.5	$ 468.4	$ 960.9	$ 1,373.7	$ 1,077.2	$ 2,450.9

12. Contingencies

The Company may from time to time become involved in legal proceedings in the ordinary course of business. Currently, the Company is not a party to any legal proceedings the resolution of which management believes could have a material effect on the Company’s financial position or results of operations with the potential exception of the proceeding below.

In 2012, Nite Glow Industries, Inc. and its owner, Marni Markell, (“Nite Glow”) filed suit in the U.S. District Court for New Jersey against the Company alleging that the applicator developed and used by the Company for certain of its branded topical flea and tick products infringes a patent held by Nite Glow and asserted related claims for breach of contract and misappropriation of confidential information based on the terms of a Non-Disclosure Agreement. On June 27, 2018, a jury returned a verdict in favor of Nite Glow on each of the three claims and awarded damages of approximately $12.6 million. The court ruled on post-trial motions in early June 2020, reducing the judgment amount to $12.4 million and denying the plaintiff's request for attorneys' fees. The Company filed its notice of appeal and the plaintiffs cross-appealed. On July 14, 2021, the Federal Circuit Court of Appeals issued its decision on the appeal. The Federal Circuit concluded that the Company did not infringe plaintiff's patent and determined that the breach of contract claim raised no non-duplicative damages and should be dismissed. The court affirmed the jury's liability verdict on the misappropriation of confidential information claim but ordered a new trial on damages on that single claim limited to the "head start" benefit, if any, generated by the confidential information. The retrial of the head start damages issue concluded in early March 2024. On September 30, 2025, the court issued its decision awarding the plaintiff $5.0 million, and judgment was entered on October 17, 2025 in the amount of $7.2 million, including prejudgment interest. The Company has appealed the judgment and believes that it will prevail in the appeal and in any further proceedings as to the head start damages issue. While the Company believes that the ultimate resolution of this matter will not have a material impact on the Company's consolidated financial statements, the outcome of litigation is inherently uncertain and the final resolution of this matter may result in expense to the Company in excess of management's expectations.

The Company has experienced, and may in the future experience, issues with products that may lead to product liability, recalls, withdrawals, replacements of products, or regulatory actions by governmental authorities. The Company has not experienced recent issues with products, the resolution of which, management believes would have a material effect on the Company’s financial position or results of operations.

13. Subsequent Events

On July 27, 2026, the Company announced it has entered into a Sale and Purchase Agreement (the “Purchase Agreement”) to acquire 80% of the outstanding shares of TRIXIE Heimtierbedarf GmbH & Co. KG, a German limited partnership (“TRIXIE”) together with certain related entities. TRIXIE is a European pet supplies and pet snacks company and headquartered in Tarp, Germany. The acquisition strengthens our portfolio of pet and garden brands and represents a major step in expanding the Company's presence in Europe.

Under the terms of the Purchase Agreement, the Company will pay a total consideration of up to €400 million, with an upfront consideration of approximately €340 million paid in cash at closing and an earn-out potential of up to €60.0 million based on 2026 performance, each subject to certain adjustments. Certain shareholders of TRIXIE will retain approximately 20% of the shares of TRIXIE (the “Continuing Shareholders”). At future dates over at least three years, the Continuing Shareholders will have the right to require the Company to purchase their shares, and, if those rights are not exercised after three years, the Company will have a corresponding right to purchase those shares from the Continuing Shareholders.

The consummation of the Company’s acquisition of TRIXIE is subject to regulatory approval and other customary closing conditions. The acquisition is expected to close in the first half of the Company’s fiscal year ending September 25, 2027.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Our Company

Central Garden & Pet Company (“Central”) is a leading consumer goods company in the U.S. pet and garden industries. For more than 40 years, we have delivered innovative, trusted solutions that help lawns grow greener, gardens bloom bigger, pets live healthier, and communities grow stronger. We operate through two reportable segments: Pet and Garden.

Our Pet segment offers a broad range of products for dog and cat supplies, including treats and chews, toys, beds and containment, grooming items, waste management and training pads. We also provide supplies for aquatics, small animals, reptiles and pet birds, such as toys, enclosures, habitats, bedding, food and supplements, equine and livestock products, animal and household health solutions and insect control items. This segment also includes live fish and small animals as well as outdoor cushions. Products are sold under well-recognized brands including Aqueon®, Best Bully Sticks®, Cadet®, C&S®, Comfort Zone®, Farnam®, Four Paws®, Kaytee®, Nylabone®, Zilla® and Zoëcon®.

Our Garden segment includes lawn and garden consumables such as grass seed; vegetable, flower and herb packet seed; wild bird feed, bird houses and other birding accessories; weed, grass, and other herbicides, insecticide and pesticide products; fertilizers and live plants. Brands in this segment include 3D®, Amdro®, Ferry-Morse®, Pennington® and Sevin®.

In fiscal 2025, our consolidated net sales were $3.1 billion, of which our Pet segment, or Pet, accounted for approximately $1.8 billion and our Garden segment, or Garden, accounted for approximately $1.3 billion. In fiscal 2025, our operating income was $250 million consisting of income from our Pet segment of $216 million, income from our Garden segment of $142 million and corporate expenses of $108 million.

We were incorporated in Delaware in May 1992 as the successor to a California corporation that was formed in 1955. Our executive offices are located at 1340 Treat Boulevard, Suite 600, Walnut Creek, California 94597, and our telephone number is (925) 948-4000. Our website is www.central.com. The information on our website is not incorporated by reference in this quarterly report.

Recent Developments

Fiscal 2026 Third Quarter Financial Performance:

- Net sales decreased $79 million, or 8%, from the prior year quarter to $882 million, due to the exit of the Pet Distribution business, while organic net sales increased 2.4%.
- Gross profit decreased $15 million from the prior year quarter, while gross margin increased 130 basis points to 35.9%.
- Selling, general and administrative expense decreased $6 million from the prior year quarter to $191 million and increased as a percentage of net sales to 21.7%. On a non-GAAP basis, selling, general and administrative expense decreased $11 million and increased as a percentage of net sales to 20.6%.
- Operating income declined $9 million from the prior year quarter to $126 million and our operating margin improved to 14.3% in the third quarter of fiscal 2026. On a non-GAAP basis, operating income declined $3 million and operating margin improved to 15.4% from the prior year quarter.
- Net income in the third quarter of fiscal 2026 was $90 million, or $1.45 per diluted share, compared to $95 million, or $1.52 per diluted share. On a non-GAAP basis, net income in the third quarter of fiscal 2026 was $96 million, or $1.54 per diluted share, compared to $98 million, or $1.56 per diluted share in the third quarter of fiscal 2025.

Pet Distribution Divestiture

On April 13, 2026, we entered into a strategic partnership with Phillips Pet Food & Supplies ("Phillips"), a leading national distributor of pet products, to form a new pet distribution business. The new business will operate under the Phillips brand as an independent entity focused on scaling a differentiated, high-performance nationwide distribution platform.

Under the terms of the agreement, we contributed our pet distribution business, comprised of net assets of approximately $57 million, including inventory of approximately $69 million, into the newly formed entity. We received cash proceeds of approximately $31 million, a note receivable of approximately $5 million and a 20% ownership interest in the newly formed partnership valued at $26 million. Phillips and its existing investors hold the remaining 80%.

As a result of the transaction, we recognized a pre-tax gain of $2.5 million during the quarter ended June 27, 2026, which is included in Other income. Pet Distribution's net sales in fiscal 2025 were $474 million.

Subsequent Event

On July 27, 2026, we announced we entered into a Sale and Purchase Agreement (the “Purchase Agreement”) to acquire 80% of the outstanding shares of TRIXIE Heimtierbedarf GmbH & Co. KG, a German limited partnership (“TRIXIE”) together with certain related entities. TRIXIE is the leading European pet supplies and pet snacks company and headquartered in Tarp, Germany. The acquisition strengthens our portfolio of pet and garden brands and represents a major step in expanding our presence in Europe.

Under the terms of the Purchase Agreement, the Company will pay a total consideration of up to €400 million, with an upfront consideration of approximately €340 million paid in cash at closing and an earn-out potential of up to €60.0 million based on 2026 performance, each subject to certain adjustments. Certain shareholders of TRIXIE will retain approximately 20% of the shares of TRIXIE (the “Continuing Shareholders”). At future dates over at least three years, the Continuing Shareholders will have the right to require the Company to purchase their shares, and, if those rights are not exercised after three years, the Company will have a corresponding right to purchase those shares from the Continuing Shareholders.

The consummation of the Company’s acquisition of TRIXIE is subject to regulatory approval and other customary closing conditions. The acquisition is expected to close in the first half of the Company’s fiscal year ending September 25, 2027.

Results of Operations

Three Months Ended June 27, 2026

Compared with Three Months Ended June 28, 2025

Net Sales

Net sales for the three months ended June 27, 2026, decreased $78.5 million, or 8.2%, to $882.4 million from $960.9 million for the three months ended June 28, 2025. Organic net sales for the quarter ended June 27, 2026, which excludes the impact of the divestiture of the pet distribution business divested in April 2026, the closure of our operations in the United Kingdom during fiscal 2025 and the acquisition of Champion in December 2025, increased 2.4% from the prior year quarter. Our branded product sales increased $19.0 million, and sales of other manufacturers' products decreased $97.5 million.

Pet net sales decreased $92 million, or 18.7%, to $400.5 million for the three months ended June 27, 2026, from $492.5 million for the three months ended June 28, 2025. The decrease in Pet net sales was due to the divestiture of our pet distribution business in April 2026. Pet organic net sales for the quarter ended June 27, 2026, which excludes the impact of the pet distribution business divested in April 2026, the closure of our operations in the United Kingdom during fiscal 2025 and the acquisition of Champion in December 2025, increased 1.7% from the prior year quarter. Pet branded product sales decreased $2.8 million, and sales of other manufacturers' products decreased $89.2 million.

Garden net sales increased $13.5 million, or 2.9%, to $481.9 million for the three months ended June 27, 2026, from $468.4 million for the three months ended June 28, 2025. The increase in Garden net sales was due primarily to increased sales in wild bird feed, controls and grass seed businesses, primarily volume-based increases from increased retailer listings. These increases were partially offset by lower sales of third-party products, due primarily to the distribution loss of a product line. Garden branded product sales increased $21.8 million, and sales of other manufacturers' products decreased $8.3 million.

Gross Profit

Gross profit for the three months ended June 27, 2026 decreased $15.1 million, or 4.5%, to $316.9 million from $332.0 million for the three months ended June 28, 2025. Gross margin increased 130 basis points to 35.9% for the three months ended June 27, 2026 from 34.6% for the three months ended June 28, 2025. Gross profit decreased in Pet by $22.4 million partially offset by an increase in Garden of $7.3 million while gross margin increased in both segments. The decrease in gross profit was due primarily to the divestiture of our pet distribution business in April 2026. At the same time, gross margin improved due primarily to both the positive impact of the divestiture of our pet distribution business, which had lower margins, and our cost and simplicity initiatives in both segments.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased $5.8 million, or 3.0%, to $191.1 million for the three months ended June 27, 2026. As a percentage of net sales, selling, general and administrative expenses increased to 21.7% for the three months ended June 27, 2026, compared to 20.5% in the comparable prior year quarter. Selling, general and administrative expenses decreased in the Pet segment partially offset by an increase at corporate. Excluding the facility closure costs and business exit costs in both quarters, non-GAAP selling, general and administrative expense decreased $11.1 million, and selling, general and administrative expense as a percentage of net sales was 20.6% as compared to 20.1% in the prior year quarter.

Selling and delivery expense decreased $2.4 million to $91.6 million for the three months ended June 27, 2026 as compared to $94.0 million in the prior year quarter. Pet segment selling and delivery expense decreased due to the divestiture of the pet distribution business. The decrease in Pet was partially offset by increased expense in Garden due primarily to increased advertising and increased delivery costs due to the higher sales volume and fuel surcharges.

Warehouse and administrative expense decreased $3.4 million, to $99.5 million for the three months ended June 27, 2026 from $102.9 million for the three months ended June 28, 2025. Both Pet and Garden had lower warehouse and administrative expense partially offset by an increase in corporate expense. Pet warehouse and administrative expense decreased due to the divestiture of the pet distribution business while Garden had lower expense due primarily to lower facility closure charges in the current year quarter and lower variable compensation amounts. Corporate expenses increased $7.0 million due primarily to higher third-party provider expense, driven by M&A activity expenditures and higher payroll costs related to our investment in data improvement and AI readiness. Corporate expenses are included within administrative expense and relate to the costs of unallocated executive, administrative, finance, legal, human resources, and information technology functions.

Operating Income

Operating income decreased $9.3 million, or 6.9%, to $125.8 million for the three months ended June 27, 2026 from $135.1 million for the three months ended June 28, 2025. Our operating margin improved from 14.1% in the prior year quarter to 14.3% in the current year quarter. The decrease in operating income was due to a $78.5 million decrease in net sales partially offset by a 130 basis point increase in gross margin and a $5.8 million decrease in selling, general and administrative expense. Non-GAAP operating income decreased $3.0 million, or 2.2%, to $136.0 million for the three months ended June 27, 2026 from $139.0 million for the three months ended June 28, 2025. Our non-GAAP operating margin improved to 15.4% from 14.5% in the prior year quarter. The decrease in non-GAAP operating income was due to a $77.2 million decrease in net sales partially offset by a 140 basis point increase in gross margin and an $11.1 million decrease in selling, general and administrative expense.

Pet operating income decreased $9.4 million, or 12.3%, to $66.8 million for the three months ended June 27, 2026 from $76.2 million for the three months ended June 28, 2025. Pet operating income decreased due to a $92.0 million decrease in net sales, partially offset by an improved gross margin and lower selling, general and administrative expenses. Pet non-GAAP operating margin improved to 19.0% from 15.8% in the prior year quarter. The decrease in non-GAAP operating income was due to a $90.7 million decrease in net sales partially offset by a 330-basis point increase in gross margin and a $19.5 million decrease in selling, general and administrative expense, all of which were primarily impacted by the divestiture of the pet distribution business.

Garden operating income increased $7.1 million to $90.1 million for the three months ended June 27, 2026 from $83.0 million for the three months ended June 28, 2025. Garden operating income increased due to an increase in net sales of $13.5 million, a higher gross margin and a relatively flat selling, general and administrative expense. Garden non-GAAP operating income increased $5.6 million to $90.8 million for the three months ended June 27, 2026 from $85.2 million for the three months ended June 28, 2025. Garden non-GAAP operating income increased due to an increase in net sales of $13.5 million and a 60-basis point increase in gross margin partially offset by higher selling, general and administrative expense.

Corporate operating expense increased $7.0 million, or 28.9%, to $31.0 million for the three months ended June 27, 2026, due primarily to higher third-party provider expenses, driven by M&A activity, expenditures, and higher payroll costs related to our investment in data improvement and AI readiness.

Net Interest Expense

Net interest expense decreased $1.0 million, or 12.2%, from $8.8 million for the quarter ended June 28, 2025, to $7.8 million for the quarter ended June 27, 2026. The decrease was due primarily to higher interest income as a result of higher cash balances during the quarter. Debt outstanding on June 27, 2026 and June 28, 2025 was $1.2 billion.

Other Income

Other income is comprised of income or losses from investments accounted for under the equity method of accounting and foreign currency exchange gains and losses. Other income increased $0.4 million to income of $1.5 million for the quarter ended June 27, 2026 as compared to income of $1.1 million in the prior quarter. The increase in other income was due primarily to the gain in the current quarter from the disposition of the pet distribution business partially offset by the earnings loss from the newly formed partnership.

Income Taxes

Our effective income tax rate was 24.7% for the quarter ended June 27, 2026 as compared to 25.1% for the quarter ended June 28, 2025. The decrease in our effective income tax rate was due primarily to the non-deductibility for tax purposes of losses incurred in connection with the wind-down of our U.K. operations in the prior year quarter. This decrease was partially offset by an increase in the current quarter’s income tax rate from the current fiscal year’s second quarter rate due primarily to the tax impact of the contribution of our pet distribution business to the formation of a new partnership.

Net Income and Earnings Per Share

Net income in the third quarter of fiscal 2026 was $89.9 million, or $1.45 per diluted share, compared to $95.0 million, or $1.52 per diluted share, in the third quarter of fiscal 2025. On a non-GAAP basis, which excludes the impact of charges related to facility closures, business exits and tariff refunds received, net income in the third quarter of fiscal 2026 was $95.6 million, or $1.54 per diluted share, compared to $97.9 million, or $1.56 per diluted share, in the third quarter of fiscal 2025.

Nine Months Ended June 27, 2026

Compared with Nine Months Ended June 28, 2025

Net Sales

Net sales for the nine months ended June 27, 2026 decreased $45.0 million, or 1.8%, to $2,405.9 million from $2,450.9 million for the nine months ended June 28, 2025. Our branded product sales increased $64.8 million, and sales of other manufacturers’ products decreased $109.8 million. Organic net sales for the nine months ended June 27, 2026, which excludes the impact of the pet distribution business divested in April 2026, the closure of our operations in the United Kingdom during fiscal 2025 and the acquisition of Champion in December 2025, increased 3.3% from the prior year nine-months ended June 28, 2025.

Pet net sales decreased $80.6 million, or 5.9%, to $1,293.1 million for the nine months ended June 27, 2026. The decrease in Pet net sales was due to our divestiture of our pet distribution business in April 2026. Pet organic net sales for the nine months ended June 27, 2026, increased 3.3% from the prior year nine months ended June 28, 2025. The increase in Pet organic net sales was due primarily to increased sales in our Dog & Cat and wild bird feed businesses. Pet branded sales increased $16.9 million, and sales of other manufacturers' products decreased $97.5 million.

Garden net sales increased $35.6 million, or 3.3%, to $1,112.8 million for the nine months ended June 27, 2026. The increase in Garden net sales was due primarily to increased sales in our controls, wild bird feed and grass seed businesses benefitting from new private label business and new retailer listings. These increases were partially offset by lower sales of garden third-party products and live plants. Garden branded sales increased $47.9 million, and sales of other manufacturers’ products decreased $12.3 million.

Gross Profit

Gross profit for the nine months ended June 27, 2026 increased $6.3 million, or 0.8%, to $807.1 million from $800.8 million for the nine months ended June 28, 2025. The increase in gross profit was due to a $12.9 million increase in Garden, partially offset by a $6.6 million decrease in Pet. Gross margin improved 80 basis points to 33.5% for the nine months ended June 27, 2026, from 32.7% for the nine months ended June 28, 2025. The gross margin improvement was due primarily to a 180-basis point increase in Pet, with Garden also improving 20-basis points.

The decline in Pet gross profit was due primarily to the divestiture of the pet distribution business. The improvement in the Pet gross margin was due primarily to a positive mix shift from the divestiture of the pet distribution business, which had lower margins, and increased sales of higher margin products.

The improvements in Garden gross profit and gross margin were due primarily to grass seed, due to increased sales and favorable inventory costs, and wild bird feed, due to increased sales and additional volume leverage.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $6.4 million, or 1.2%, to $550.8 million for the nine months ended June 27, 2026 from $544.4 million for the nine months ended June 28, 2025. The increase in selling, general and administrative expenses was due to higher expenses in both Garden and corporate partially offset by lower expenses in Pet. As a percentage of net sales, selling, general and administrative expenses increased to 22.9% for the nine months ended June 27, 2026 from 22.2% for the prior year period. Excluding the facility closure costs and business exit costs in both nine-month periods, non-GAAP selling, general and administrative expense decreased $6.4 million and selling, general and administrative expense as a percentage of net sales was 22.2% as compared to 22.0% in the prior year nine-month period.

Selling and delivery expense increased $4.3 million, or 1.7%, to $252.7 million for the nine months ended June 27, 2026 from $248.4 million for the nine months ended June 28, 2025. The increase in selling and delivery expense was due to higher marketing and advertising spend in both Pet and Garden partially offset by lower delivery expenses in Pet due to the pet distribution business divestiture.

Warehouse and administrative expense increased $2.1 million, or 0.7%, to $298.1 million for the nine months ended June 27, 2026 from $296.0 million for the nine months ended June 28, 2025. Increased expense in both Garden and corporate was partially offset by a decrease in Pet. The increase in Garden was due primarily to higher facility closure costs incurred in the nine months of fiscal 2026 as compared to the nine months in fiscal 2025, while the decrease in Pet was due primarily to the divestiture of the pet distribution business. Corporate expenses increased $8.7 million due primarily to higher third-party provider expense driven by M&A activity expenditures and payroll related costs, including variable compensation and our investment in data improvement and AI readiness. Corporate expenses are included within administrative expense and relate to the costs of unallocated executive, administrative, finance, legal, human resources, and information technology functions.

Operating Income

Operating income decreased $0.1 million, or 0.1%, to $256.3 million for the nine months ended June 27, 2026 from $256.4 million for the nine months ended June 28, 2025. Our operating margin increased to 10.7% for the nine months ended June 27, 2026 from 10.5% for the nine months ended June 28, 2025. Operating income was relatively flat with a $45 million decrease in net sales and a $6.4 million increase in selling, general and administrative expense partially offset by an 80-basis point gross margin improvement. Non-GAAP operating income increased $8.7 million, or 3.3%, to $274.4 million for the nine months ended June 27, 2026, from $265.7 million for the nine months ended June 28, 2025. Our non-GAAP operating margin improved to 11.4% from 10.8% in the prior year nine month period. The increase in non-GAAP operating income was due to a 70-basis point improvement in gross margin and a $6.4 million decrease in selling, general and administrative expense partially offset by a $43.6 million decrease in net sales.

Pet operating income increased $6.4 million, or 3.4%, to $194.4 million for the nine months ended June 27, 2026 from $188.1 million for the nine months ended June 28, 2025. Pet operating income increased due to an improved gross margin and lower selling, general and administrative expenses partially offset by a decrease in net sales. Pet non-GAAP operating income improved $9.5 million and operating margin improved to 15.8% compared to 14.2% in the prior nine month period.

Garden operating income increased $2.2 million to $146.3 million for the nine months ended June 27, 2026 from $144.1 million for the nine months ended June 28, 2025. Garden operating income increased due to increased net sales and an improved gross margin partially offset by increased selling, general and administrative expense. Garden non-GAAP operating income increased $8.0 million to $154.4 million for the nine months ended June 27, 2026 from $146.4 million for the nine months ended June 28, 2025.

Corporate operating expense increased $8.7 million to $84.5 million in the current nine months ended from $75.8 million in the comparable fiscal 2025 period due primarily to higher third-party provider expense driven by M&A activity expenditures and payroll costs, including variable compensation and our investment in date improvement and AI readiness..

Net Interest Expense

Net interest expense for the nine months ended June 27, 2026 decreased $1.3 million, or 5.1%, to $24.6 million from $25.9 million for the nine months ended June 28, 2025. The decrease in net interest expense was due primarily to higher interest income as a result of higher cash balances. Debt outstanding on June 27, 2026 and June 28, 2025 was $1.2 billion.

Other Income

Other income improved $1.2 million to income of $1.3 million for the nine-month period ended June 27, 2026 as compared to income of $0.1 million in the prior nine-month period. The increase in other income was due primarily to the gain from the disposition of the pet distribution business partially offset by the earnings loss from the newly formed partnership.

Income Taxes

Our effective income tax rate was 24.1% for the nine months ended June 27, 2026, as compared to 24.4% for the nine months ended June 28, 2025. The decrease in our effective income tax rate was due primarily to the non-deductibility for tax purposes of losses incurred in connection with the wind-down of our U.K. operations in the prior year. This decrease was partially offset by an increase in the current fiscal year's rate due primarily to the tax impact of the contribution of our pet distribution business to the formation of a new partnership.

Net Income and Earnings Per Share

Our net income for the nine months ended June 27, 2026 was $176.1 million, or $2.84 per diluted share, compared to $172.6 million, or $2.69 per diluted share, for the nine months ended June 28, 2025.

On a non-GAAP basis, net income for the nine-month period ended June 27, 2026 was $188.0 million or $3.04 per diluted share, compared to $179.6 million, or $2.79 per diluted share, for the nine-month period ended June 28, 2025.

Use of Non-GAAP Financial Measures

We report our financial results in accordance with GAAP. However, to supplement the financial results prepared in accordance with GAAP, we use non-GAAP financial measures including non-GAAP net income and diluted net income per share, non-GAAP operating income, organic net sales and adjusted EBITDA. Management uses these non-GAAP financial measures that exclude the impact of specific items (described below) in making financial, operating and planning decisions and in evaluating our performance. Also, management believes that these non-GAAP financial measures may be useful to investors in their assessment of our ongoing operating performance and provide additional meaningful comparisons between current results and results in prior operating periods. While management believes that non-GAAP measures are useful supplemental information, such adjusted results are not intended to replace our GAAP financial results and should be read in conjunction with those GAAP results.

We have also provided organic net sales, a non-GAAP measure that excludes the impact of businesses purchased or exited in the prior 12 months, because we believe it permits investors to better understand the performance of our historical business without the impact of recent acquisitions or dispositions.

Adjusted EBITDA is defined by us as income before income tax, net other expense, net interest expense and depreciation and amortization and stock-based compensation expense (or operating income plus depreciation and amortization expense and stock-based compensation expense). Adjusted EBITDA further excludes charges related to facility closures. We present adjusted EBITDA because we believe that adjusted EBITDA is a useful supplemental measure in evaluating the cash flows and performance of our business and provides greater transparency into our results of operations. Adjusted EBITDA is used by our management to perform such evaluations. Adjusted EBITDA should not be considered in isolation or as a substitute for cash flow from operations, income from operations or other income statement measures prepared in accordance with GAAP. We believe that adjusted EBITDA is frequently used by investors, securities analysts and other interested parties in their evaluation of companies, many of which present adjusted EBITDA when reporting their results. Other companies may calculate adjusted EBITDA differently and it may not be comparable.

The reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in the tables below.

Non-GAAP financial measures reflect adjustments based on the following items:

- *Facility closures and business exit:* we have excluded charges related to the closure of distribution and manufacturing facilities and our decisions to exit businesses as they represent infrequent transactions that impact the comparability between operating periods.
- *Tariff refunds:* we have excluded the impact of tariff refunds received for certain tariffs previously imposed under the International Emergency Economic Powers Act which were deemed unconstitutional. We believe the tariff refund amounts we have received represent infrequent transactions that impact the comparability between operating periods.

- *Business contribution to partnership formation:* we have excluded the gain related to the divestiture of the pet distribution business and its contribution to the formation of a partnership as it represents an infrequent transaction that impacts the comparability between operating periods.

From time to time in the future, there may be other items that we may exclude if we believe that doing so is consistent with the goal of providing useful supplemental information to investors and management.

1. During the third quarter of fiscal 2026, we recognized incremental expense of $13.8 million in the consolidated statement of operations, of which $13.0 million in our Pet segment related to the exit of a minor business and the closure of two facilities, and $0.8 million in our Garden segment related to the closure of three distribution centers in fiscal 2025 and 2024.
2. During the third quarter of fiscal 2026, we recognized incremental income in our Pet segment of $3.6 million for tariff refunds received.
3. During the third quarter of fiscal 2026, we recognized incremental income of $2.5 million in Other Income from the contribution of our pet distribution business to the formation of a new partnership.
4. During the first six months of fiscal 2026, we recognized incremental expense of $8.0 million in the condensed consolidated statement of operations, of which $7.3 million in our Garden segment related to the closure of three distribution centers in fiscal 2025 and 2024 and $0.7 million in our Pet segment related to the closure of a sales and logistics facility in Pennsylvania.
5. During the third quarter of fiscal 2025, we recognized incremental expense of $3.9 million in the consolidated statement of operations, $2.2 million in our Garden segment related to closing a distribution facility in Ontario, California and beginning the consolidation of our Western distribution network and an incremental $1.7 million in our Pet segment related to the decision to winddown our operations in the U.K.
6. During the second quarter of fiscal 2025, we recognized incremental expense of $5.3 million in the condensed consolidated statement of operations, related to the decision to wind-down our operations in the U.K. and the related facility there as we move to a direct-export model.

Net Income and Diluted Net Income Per Share

GAAP to Non-GAAP Reconciliation		**Three Months Ended**		**Nine Months Ended**	
		June 27, 2026	**June 28, 2025**	**June 27, 2026**	**June 28, 2025**
		(in thousands, except per share amounts)			
GAAP net income attributable to Central Garden & Pet Company		$ 89,856	$ 95,007	$ 176,118	$ 172,649
Facility closures	(1) (4) (5) (6)	13,757	3,915	21,729	9,254
Tariff refunds	(2)	(3,606)	—	(3,606)	—
Pet distribution business divestiture	(3)	(2,479)	—	(2,479)	—
Tax effect of adjustments		(1,900)	(1,003)	(3,770)	(2,258)
Non-GAAP net income attributable to Central Garden & Pet Company		$ 95,628	$ 97,919	$ 187,992	$ 179,645
GAAP diluted net income per share		$ 1.45	$ 1.52	$ 2.84	$ 2.69
Non-GAAP diluted net income per share		$ 1.54	$ 1.56	$ 3.04	$ 2.79
Shares used in GAAP and non-GAAP diluted net earnings per share calculation		61,947	62,610	61,925	64,283

Operating Income

GAAP to Non-GAAP Reconciliation

		Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026	
		GAAP	Non-GAAP adjustments	Non-GAAP	GAAP	Non-GAAP adjustments	Non-GAAP
		(in thousands)					
Net sales		$ 882,362	$ 1,354	$ 883,716	$ 2,405,887	$ 1,354	$ 2,407,241
Cost of goods sold		565,444	129	565,573	1,598,797	646	1,599,443
Gross profit		$ 316,918	$ 1,225	$ 318,143	$ 807,090	$ 708	$ 807,798
Selling, general and administrative expenses		191,074	(8,926)	182,148	550,777	(17,415)	533,362
Income from operations	(1) (2) (4)	$ 125,844	$ 10,151	$ 135,995	$ 256,313	$ 18,123	$ 274,436
Gross margin		35.9 %		36.0%	33.5 %		33.6%
Operating margin		14.3 %		15.4%	10.7 %		11.4%

Operating Income

GAAP to Non-GAAP Reconciliation

		Three Months Ended June 28, 2025			Nine Months Ended June 28, 2025		
		GAAP	Non-GAAP adjustments	Non-GAAP	GAAP	Non-GAAP adjustments	Non-GAAP
		(in thousands)					
Net sales		$ 960,913	$ —	$ 960,913	$ 2,450,886	$ —	$ 2,450,886
Cost of goods sold		628,903	(248)	628,655	1,650,094	(4,661)	1,645,433
Gross profit		$ 332,010	$ 248	$ 332,258	$ 800,792	$ 4,661	$ 805,453
Selling, general and administrative expenses		196,884	(3,667)	193,217	544,350	(4,593)	539,757
Income from operations	(5) (6)	$ 135,126	$ 3,915	$ 139,041	$ 256,442	$ 9,254	$ 265,696
Gross margin		34.6 %		34.6%	32.7 %		32.9%
Operating margin		14.1 %		14.5%	10.5 %		10.8%

Pet Segment Operating Income

GAAP to Non-GAAP Reconciliation

		Three Months Ended		Nine Months Ended	
		June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
		(in thousands)			
GAAP operating income		$ 66,818	$ 76,199	$ 194,440	$ 188,070
Facility closures	(1) (4) (5) (6)	12,963	1,671	13,696	7,010
Tariff refunds received	(2)	(3,606)	—	(3,606)	—
Non-GAAP operating income		$ 76,175	$ 77,870	$ 204,530	$ 195,080
GAAP operating margin		16.7%	15.5%	15.0%	13.7%
Non-GAAP operating margin		19.0%	15.8%	15.8%	14.2%

Table of Contents

Garden Segment Operating Income
GAAP to Non-GAAP Reconciliation

		Three Months Ended		Nine Months Ended	
		June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
		(in thousands)			
GAAP operating income		$ 90,051	$ 82,989	$ 146,340	$ 144,143
Facility closures	(1) (4) (5)	794	2,244	8,033	2,244
Non-GAAP operating income		$ 90,845	$ 85,233	$ 154,373	$ 146,387
GAAP operating margin		18.7%	17.7%	13.2%	13.4%
Non-GAAP operating margin		18.9%	18.2%	13.9%	13.6%

Organic Net Sales
GAAP to Non-GAAP Reconciliation

	Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026		
	Net sales (GAAP)	Effect of acquisitions & divestitures on net sales	Net sales organic	Net sales (GAAP)	Effect of acquisitions & divestitures on net sales	Net sales organic
	(in millions)					
Q3 FY 26	$ 882.4	$ 20.2	$ 862.2	$ 2,405.9	$ 237.2	$ 2,168.7
Q3 FY 25	960.9	118.7	842.2	2,450.9	351.7	2,099.2
$ increase (decrease)	$ (78.5)		$ 20.0	$ (45.0)		$ 69.5
% increase (decrease)	(8.2)%		2.4%	(1.8)%		3.3 %

Organic Pet Segment Net Sales
GAAP to Non-GAAP Reconciliation

	Three Months Ended June 27, 2026			Nine Months Ended June 27, 2026		
	Net sales (GAAP)	Effect of acquisitions & divestitures on net sales	Net sales organic	Net sales (GAAP)	Effect of acquisitions & divestitures on net sales	Net sales organic
	(in millions)					
Q3 FY 26	$ 400.5	$ 20.2	$ 380.3	$ 1,293.1	$ 237.2	$ 1,055.9
Q3 FY 25	492.5	118.7	373.8	1,373.7	351.7	1,022.0
$ increase (decrease)	$ (92.0)		$ 6.5	$ (80.6)		$ 33.9
% increase (decrease)	(18.7)%		1.7 %	(5.9)%		3.3 %

Table of Contents

Adjusted EBITDA

GAAP to Non-GAAP Reconciliation

		Three Months Ended June 27, 2026			
		Pet	Garden	Corporate	Total
		(in thousands)			
Net income attributable to Central Garden & Pet Company		$ —	$ —	$ —	$ 89,856
Interest expense, net		—	—	—	7,767
Other income		—	—	—	(1,511)
Income tax expense		—	—	—	29,596
Net income attributable to noncontrolling interest		—	—	—	136
Income (loss) from operations		66,818	90,051	(31,025)	$ 125,844
Depreciation & amortization		9,418	9,987	229	19,634
Noncash stock-based compensation		—	—	6,245	6,245
Facility closures and tariff refunds received	(1) (2)	9,357	794	—	10,151
Adjusted EBITDA		$ 85,593	$ 100,832	$ (24,551)	$ 161,874

Adjusted EBITDA

GAAP to Non-GAAP Reconciliation

		Three Months Ended June 28, 2025			
		Pet	Garden	Corporate	Total
		(in thousands)			
Net income attributable to Central Garden & Pet Company		$ —	$ —	$ —	$ 95,007
Interest expense, net		—	—	—	8,843
Other income		—	—	—	(1,069)
Income tax expense		—	—	—	31,941
Net income attributable to noncontrolling interest		—	—	—	404
Income (loss) from operations		76,199	82,989	(24,062)	$ 135,126
Depreciation & amortization		10,391	10,383	709	21,483
Noncash stock-based compensation		—	—	6,044	6,044
Facility closures & business exit	(5)	1,671	2,244	—	3,915
Adjusted EBITDA		$ 88,261	$ 95,616	$ (17,309)	$ 166,568

Adjusted EBITDA

GAAP to Non-GAAP Reconciliation

		Nine Months Ended June 27, 2026			
		Pet	Garden	Corporate	Total
		(in thousands)			
Net income attributable to Central Garden & Pet Company		$ —	$ —	$ —	$ 176,118
Interest expense, net		—	—	—	24,618
Other income		—	—	—	(1,342)
Income tax expense		—	—	—	56,214
Net income attributable to noncontrolling interest		—	—	—	705
Income (loss) from operations		194,440	146,340	(84,467)	$ 256,313
Depreciation & amortization		30,017	30,252	708	60,977
Noncash stock-based compensation		—	—	15,699	15,699
Facility closures and tariff refunds received	(1) (2) (4)	10,090	8,033	—	18,123
Adjusted EBITDA		$ 234,547	$ 184,625	$ (68,060)	$ 351,112

Adjusted EBITDA

GAAP to Non-GAAP Reconciliation

		Nine Months Ended June 28, 2025			
		Pet	Garden	Corporate	Total
		(in thousands)			
Net income attributable to Central Garden & Pet Company		$ —	$ —	$ —	$ 172,649
Interest expense, net		—	—	—	25,931
Other income		—	—	—	(96)
Income tax expense		—	—	—	56,208
Net income attributable to noncontrolling interest		—	—	—	1,750
Income (loss) from operations		188,070	144,144	(75,772)	$ 256,442
Depreciation & amortization		29,969	31,957	2,137	64,063
Noncash stock-based compensation		—	—	15,572	15,572
Facility closures and business exit	(5) (6)	7,010	2,244	—	9,254
Adjusted EBITDA		$ 225,049	$ 178,345	$ (58,063)	$ 345,331

Inflation

Our revenues and margins are dependent on various economic factors, including fluctuating rates of inflation on various input costs (e.g., commodities and energy), interest rates, tariffs, currencies and consumer attitudes toward discretionary spending. Inflation moderated in fiscal 2024 and into the first half of fiscal 2025 before increasing in the second half of fiscal 2025 and first half of fiscal 2026 due primarily to the increasing impact of tariffs. We have benefited from lower cost inventory and significant productivity gains resulting in improved margins. However, the continued imposition of tariffs and a global trade war could result in higher inflation as the year progresses.

Weather and Seasonality

Our sales of lawn and garden products are impacted by weather conditions in the different markets we serve. Our Garden segment's business is highly seasonal. In fiscal 2025, approximately 64% of our Garden segment's net sales and 57% of our total net sales occurred during our second and third fiscal quarters. Substantially all of the Garden segment's operating income is typically generated in this period.

Liquidity and Capital Resources

We have financed our growth through a combination of cash generated from operations, bank borrowings, supplier credit, and sales of equity and debt securities.

Our business is seasonal, and our working capital requirements and capital resources track closely to this seasonal pattern. Generally, during the first fiscal quarter, accounts receivable reach their lowest level while inventory, accounts payable and short-term borrowings begin to increase. During the second fiscal quarter, receivables, accounts payable and short-term borrowings increase, reflecting the build-up of inventory and related payables in anticipation of the peak lawn and garden selling season. During the third fiscal quarter, inventory levels remain relatively constant while accounts receivable peak and short-term borrowings start to decline as cash collections are received during the peak selling season. During the fourth fiscal quarter, inventory levels are at their lowest, and accounts receivable and payables are substantially reduced through conversion of receivables to cash.

We service two broad markets: pet supplies and lawn and garden supplies. Our pet supplies businesses have a year round selling cycle with a slight degree of seasonality. As a result, it is not necessary to maintain large quantities of inventory to meet peak demands. Our lawn and garden businesses are highly seasonal with approximately 64% of our Garden segment's net sales occurring during the second and third fiscal quarters. This seasonality requires the shipment of large quantities of product well ahead of the peak consumer buying periods. To encourage retailers and distributors to stock large quantities of inventory, industry practice has been for manufacturers to give extended credit terms and/or promotional discounts.

Operating Activities

Net cash provided by operating activities increased by $57.8 million, from $149.8 million for the nine months ended June 28, 2025, to $207.6 million for the nine months ended June 27, 2026. The increase in cash provided by operating activities was due primarily to changes in our working capital accounts for the nine-month period ended June 27, 2026, primarily increases in accounts receivable, accounts payable, and other assets, partially offset by a decrease in inventory.

Investing Activities

Net cash used in investing activities increased $26.9 million, from $34.0 million for the nine months ended June 28, 2025 to $61.0 million during the nine months ended June 27, 2026. The increase in cash used in investing activities was due primarily to more significant acquisition activity in the current year as compared to the prior year, partially offset by proceeds relating to the divestiture of the pet distribution business.

Financing Activities

Net cash used in financing activities decreased $123.9 million, from $156.3 million for the nine months ended June 28, 2025, to $32.3 million for the nine months ended June 27, 2026. The decrease in cash used in financing activities during the current year was due primarily to decreased open market purchases of our common stock as compared to the prior year. During the nine months ended June 27, 2026, we repurchased approximately 0.8 million shares of our non-voting Class A common stock (CENTA) on the open market at an aggregate cost of approximately $22.7 million, or approximately $28.55 per share. During the nine months ended June 28, 2025, we repurchased approximately 3.2 million shares of our non-voting Class A common stock (CENTA) on the open market at an aggregate cost of approximately $98.2 million, or approximately $30.82 per share, and approximately 1.4 million shares of our voting common stock (CENT) on the open market at an aggregate cost of approximately $50.2 million, or approximately $35.23 per share.

We expect that our principal sources of funds will be cash generated from our operations and, if necessary, borrowings under our $600 million Credit Facility. Based on our anticipated cash needs, availability under our Credit Facility and the scheduled maturities of our debt, we believe that our sources of liquidity should be adequate to meet our working capital, capital spending and other cash needs for at least the next 12 months. However, we cannot assure you that these sources will continue to provide us with sufficient liquidity and, should we require it, that we will be able to obtain financing on terms satisfactory to us, or at all.

We believe that cash flows from operating activities, funds available under our Credit Facility, and arrangements with suppliers will be adequate to fund our presently anticipated working capital and capital expenditure requirements for the foreseeable future. We anticipate that our capital expenditures, which are related primarily to replacements and expansion of and upgrades to plant and equipment and also investment in our continued implementation of a scalable enterprise-wide information technology platform, will be approximately $50 million in fiscal 2026, of which we have invested approximately $34 million through June 27, 2026.

As part of our growth strategy, we have acquired a number of companies in the past, and we anticipate that we will continue to evaluate potential acquisition candidates in the future. If one or more potential acquisition opportunities, including those that would be material, become available in the near future, we may require additional external capital. In addition, such acquisitions would subject us to the general risks associated with acquiring companies, particularly if the acquisitions are relatively large.

Total Debt

At June 27, 2026, our total debt outstanding was $1,193.1 million, as compared with $1,191.3 million at June 28, 2025.

Senior Notes

$400 million 4.125% Senior Notes due 2031

In April 2021, we issued $400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). We used a portion of the net proceeds from the offering to repay all outstanding borrowings under our Credit Facility, with the remainder used for general corporate purposes.

We incurred approximately $6.0 million of debt issuance costs in conjunction with this issuance, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2031 Notes.

The 2031 Notes require semiannual interest payments on April 30 and October 30. The 2031 Notes are unconditionally guaranteed on a senior basis by each of our existing and future domestic restricted subsidiaries which are borrowers under or guarantors of our Credit Facility. The 2031 Notes were issued in a private placement under Rule 144A and will not be registered under the Securities Act of 1933.

We may redeem some or all of the 2031 Notes at our option, at any time on or after April 30, 2026 for 102.063%, on or after April 30, 2027 for 101.375%, on or after April 30, 2028 for 100.688% and on or after April 30, 2029 for 100.0%, plus accrued and unpaid interest.

The holders of the 2031 Notes have the right to require us to repurchase all or a portion of the 2031 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, upon the occurrence of a change of control.

The 2031 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of June 27, 2026.

$500 million 4.125% Senior Notes due 2030

In October 2020, we issued $500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). We used a portion of the net proceeds to redeem all of our outstanding 6.125% senior notes due November 2023 (the "2023 Notes") at a redemption price of 101.531% plus accrued and unpaid interest, and to pay related fees and expenses, with the remainder used for general corporate purposes.

We incurred approximately $8.0 million of debt issuance costs associated with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2030 Notes.

The 2030 Notes require semiannual interest payments on October 15 and April 15. The 2030 Notes are unconditionally guaranteed on a senior basis by each of our existing and future domestic restricted subsidiaries which are borrowers under or guarantors of our Credit Facility.

We may redeem some or all of the 2030 Notes, at our option, in whole or in part, at any time on or after October 15, 2025 for 102.063%, on or after October 15, 2026 for 101.375%, on or after October 15, 2027 for 100.688% and on or after October 15, 2028 for 100.0%, plus accrued and unpaid interest.

The holders of the 2030 Notes have the right to require us to repurchase all or a portion of the 2030 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2030 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of June 27, 2026.

$300 Million 5.125% Senior Notes due 2028

In December 2017, we issued $300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). We used the net proceeds from the offering to finance acquisitions and for general corporate purposes.

We incurred approximately $4.8 million of debt issuance costs in conjunction with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2028 Notes.

The 2028 Notes require semiannual interest payments on February 1 and August 1. The 2028 Notes are unconditionally guaranteed on a senior basis by our existing and future domestic restricted subsidiaries who are borrowers under or guarantors of our Credit Facility.

We may redeem some or all of the 2028 Notes at our option, on or after January 1, 2026 for 100.0%, plus accrued and unpaid interest.

The holders of the 2028 Notes have the right to require us to repurchase all or a portion of the 2028 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2028 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of June 27, 2026.

Asset-Based Loan Facility

On November 7, 2025, we entered into a Fourth Amended and Restated Credit Agreement (the “Credit Agreement”). The Credit Agreement provides for a $600 million principal amount senior secured asset-based revolving credit facility, with up to an additional $400 million principal amount available, as defined, if we exercise the uncommitted accordion feature set forth therein (collectively, the “Credit Facility”). The Credit Facility matures on November 7, 2030. We may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full.

The Credit Facility is subject to a borrowing base that is calculated using a formula based upon eligible receivables and inventory, and at our election, eligible real property, minus certain reserves. Proceeds of the Credit Facility may be used for general corporate purposes. Net availability under the Credit Facility was approximately $465 million as of June 27, 2026. The Credit Facility includes a $50 million sublimit for the issuance of standby and commercial letters of credit and a $75 million sublimit for swing loan borrowings. As of June 27, 2026, there were no borrowings outstanding and no letters of credit outstanding under the Credit Facility. Outside of the Credit Facility, there were other standby and commercial letters of credit of $2.9 million outstanding as of June 27, 2026.

Borrowings under the Credit Facility will bear interest at an index based on SOFR (which will not be less than 0.00%) or, at the Company's option, the Base Rate, plus, in either case, an applicable margin based on the average availability level under the Credit Facility. Base Rate is defined as the highest of (a) the Truist prime rate, (b) the Federal Funds Rate plus 0.50%, (c) one-month SOFR plus 1.00% and (d) 0.00%. The applicable margin for SOFR-based borrowings fluctuates between 1.00%-1.50%, and was 1.00% as of June 27, 2026, and the applicable margin for Base Rate borrowings fluctuates between 0.00%-0.50% and was 0.00% as of June 27, 2026. An unused line fee shall be payable quarterly in respect of the total amount of the unutilized commitments under the Credit Facility, and a letter of credit plus a facing fee to the issuing bank. We are also required to pay certain fees to the administrative agent under the Credit Facility. As of June 27, 2026, the interest rate applicable to Base Rate borrowings was 6.8%, and the interest rate applicable to one-month SOFR-based borrowings was 4.6%.

We incurred approximately $2.3 million of debt issuance costs in conjunction with this transaction, which included lender fees and legal expenses. The debt issuance costs are being amortized over the term of the Credit Facility.

The Credit Facility contains customary covenants, including a financial covenant which requires us to maintain a minimum fixed charge coverage ratio of 1:1 when availability falls below certain thresholds established in the Credit Agreement, reporting requirements and events of default. The Credit Facility is secured by substantially all of our assets and the assets of our subsidiaries guaranteeing the Credit Facility, including (i) pledges of 100% of the stock or other equity interest of each domestic subsidiary that is directly owned by such entity and (ii) 65% of the stock or other equity interest of each foreign subsidiary that is directly owned by such entity, in each case subject to customary exceptions. We were in compliance with all financial covenants under the Credit Facility as of June 27, 2026.

Summarized Financial Information for Guarantors and the Issuer of Guaranteed Securities

Central (the "Parent/Issuer") issued $400 million of 2031 Notes in April 2021, $500 million of 2030 Notes in October 2020, and $300 million of 2028 Notes in December 2017. The 2031 Notes, 2030 Notes and 2028 Notes are fully and unconditionally guaranteed on a joint and several senior basis by each of our existing and future domestic restricted subsidiaries (the "Guarantors") which are guarantors of our Credit Facility. The 2031 Notes, 2030 Notes and 2028 Notes are unsecured senior obligations and are subordinated to all of our existing and future secured debt, including our Credit Facility, to the extent of the value of the collateral securing such indebtedness. There are no significant restrictions on the ability of the Guarantors to make distributions to the Parent/Issuer. Certain subsidiaries and operating divisions of the Company do not guarantee the 2031, 2030 or 2028 Notes and are referred to as the Non-Guarantors.

The Guarantors jointly and severally, and fully and unconditionally, guarantee the payment of the principal and premium, if any, and interest on the 2031, 2030 and 2028 Notes when due, whether at stated maturity of the 2031, 2030 and 2028 Notes, by acceleration, call for redemption or otherwise, and all other obligations of the Company to the holders of the 2031, 2030 and 2028 Notes and to the trustee under the indenture governing the 2031, 2030 and 2028 Notes (the "Guarantee"). The Guarantees are senior unsecured obligations of each Guarantor and are of equal rank with all other existing and future senior indebtedness of the Guarantors.

The obligations of each Guarantor under its Guarantee shall be limited to the maximum amount as well, after giving effect to all other contingent and fixed liabilities of such Guarantor and to any collections from or payments made by or on behalf of any other Guarantor in respect of the obligations of such Guarantor under the guarantee not constituting a fraudulent conveyance or fraudulent transfer under Federal or state law.

The Guarantee of a Guarantor will be released:

(1) upon any sale or other disposition of all or substantially all of the assets of that Guarantor (including by way of merger or consolidation), in accordance with the governing indentures, to any person other than the Company;

(2) if such Guarantor merges with and into the Company, with the Company surviving such merger;

(3) if the Guarantor is designated as an Unrestricted Subsidiary; or

(4) if the Company exercises its legal defeasance option or covenant defeasance option or the discharge of the Company's obligations under the indentures in accordance with the terms of the indentures.

The following tables present summarized financial information of the Parent/Issuer subsidiaries and the Guarantor subsidiaries. All intercompany balances and transactions between subsidiaries under Parent/Issuer and subsidiaries under the Guarantor have been eliminated. The information presented below excludes eliminations necessary to arrive at the information on a consolidated basis. In presenting the summarized financial statements, the equity method of accounting has been applied to the Parent/Issuer's interests in the Guarantor Subsidiaries. The summarized information excludes financial information of the Non-Guarantors, including earnings from and investments in these entities.

Summarized Statements of Operations	**Nine Months Ended June 27, 2026**		**Fiscal Year Ended September 27, 2025**	
	Parent/Issuer	**Guarantors**	**Parent/Issuer**	**Guarantors**
	(in thousands)			
Net sales	$ 509,678	$ 1,894,326	$ 770,812	$ 2,348,267
Gross profit	$ 121,549	$ 677,971	$ 181,997	$ 808,803
Income (loss) from operations	$ 2,949	$ 251,528	$ (5,724)	$ 267,249
Equity in earnings of Guarantor subsidiaries	$ 199,851	$ —	$ 223,637	$ —
Net income (loss)	$ (23,813)	$ 199,851	$ (45,373)	$ 223,637

Summarized Balance Sheet Information	As of June 27, 2026		As of September 27, 2025	
	Parent/Issuer	Guarantors	Parent/Issuer	Guarantors
	(in thousands)			
Current assets	$ 1,120,430	$ 993,413	$ 1,065,394	$ 881,526
Intercompany receivable from Non-guarantor subsidiaries	65,261	—	71,716	—
Other assets	4,374,387	3,740,366	4,066,291	3,580,246
Total assets	$ 5,560,078	$ 4,733,779	$ 5,203,401	$ 4,461,772
Current liabilities	$ 158,769	$ 392,232	$ 165,447	$ 362,348
Intercompany payable from Non-guarantor subsidiaries	—	1,250	—	1,250
Long-term debt	1,192,949	54	1,191,541	100
Other liabilities	2,426,532	205,748	2,235,827	217,213
Total liabilities	$ 3,778,250	$ 599,284	$ 3,592,815	$ 580,911

New Accounting Pronouncements

Refer to Footnote 1 in the notes to the condensed consolidated financial statements for new accounting pronouncements.

Critical Accounting Policies, Estimates and Judgments

There have been no material changes to our critical accounting policies, estimates and assumptions or the judgments affecting the application of those accounting policies since our Annual Report on Form 10-K for the fiscal year ended September 27, 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in our exposure to market risk from that discussed in our Annual Report on Form 10-K for the fiscal year ended September 27, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, including our Principal Executive Officer and Principal Financial Officer, have reviewed, as of the end of the period covered by this report, the “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) that ensure that information relating to the Company required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported in a timely and proper manner and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based upon this review, such officers concluded that our disclosure controls and procedures were effective as of June 27, 2026.

Changes in Internal Control over Financial Reporting

Our management, with the participation of our Principal Executive Officer and our Principal Financial Officer, have evaluated whether any change in our internal control over financial reporting occurred during the third quarter of fiscal 2026. There were no changes in our internal control over financial reporting during the quarter ended June 27, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In 2012, Nite Glow Industries, Inc. and its owner, Marni Markell, (“Nite Glow”) filed suit in the U.S. District Court for New Jersey against the Company alleging that the applicator developed and used by the Company for certain of its branded topical flea and tick products infringes a patent held by Nite Glow and asserted related claims for breach of contract and misappropriation of confidential information based on the terms of a Non-Disclosure Agreement. On June 27, 2018, a jury returned a verdict in favor of Nite Glow on each of the three claims and awarded damages of approximately $12.6 million. The court ruled on post-trial motions in early June 2020, reducing the judgment amount to $12.4 million and denying the plaintiff's request for attorneys' fees. The Company filed its notice of appeal and the plaintiffs cross-appealed. On July 14, 2021, the Federal Circuit Court of Appeals issued its decision on the appeal. The Federal Circuit concluded that the Company did not infringe plaintiff's patent and determined that the breach of contract claim raised no non-duplicative damages and should be dismissed. The court affirmed the jury's liability verdict on the misappropriation of confidential information claim but ordered a new trial on damages on that single claim limited to the "head start" benefit, if any, generated by the confidential information. The retrial of the head start damages issue concluded in early March 2024. On September 30, 2025, the court issued its decision awarding the plaintiff $5.0 million, and judgment was entered on October 17, 2025 in the amount of $7.2 million, including prejudgment interest. The Company has appealed the judgment and believes that it will prevail in the appeal and in any further proceedings as to the head start damages issue. While the Company believes that the ultimate resolution of this matter will not have a material impact on the Company's consolidated financial statements, the outcome of litigation is inherently uncertain and the final resolution of this matter may result in expense to the Company in excess of management's expectations.

From time to time, we are involved in certain legal proceedings in the ordinary course of business. Except as discussed above, we are not currently a party to any other legal proceedings that management believes would have a material effect on our financial position or results of operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A to Part I of our Form 10-K for the fiscal year ended September 27, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth the repurchases of any equity securities during the fiscal quarter ended June 27, 2026 and the dollar amount of authorized share repurchases remaining under our stock repurchase program.

Period	Total Number of Shares (or Units) Purchased		Average Price Paid per Share (or Units)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (1)(2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)(2)
March 29, 2026 - May 2, 2026	22,562	(2)	$ 31.63	22,562	$ 127,976,000
May 3, 2026 - May 30, 2026	6,221	(2) (3)	32.91	3,537	127,976,000
May 31, 2026 - June 27, 2026	—		—	—	127,976,000
Total	28,783		$ 31.91	26,099	$ 127,976,000

(1) In December 2024, our Board of Directors authorized a $100 million increase in our share repurchase program (the "2024 Repurchase Authorization”). The 2024 Repurchase Authorization has no fixed expiration date and expires when the amount authorized has been used or the Board withdraws its authorization. In February 2026, our Board of Directors authorized a $100 million increase in our share repurchase program (the "2026 Repurchase Authorization”). The 2026 Repurchase Authorization has no fixed expiration date and expires when the amount authorized has been used or the Board withdraws its authorization. The repurchase of shares may be limited by certain financial covenants in our credit facility that restrict our ability to repurchase our stock. As of June 27, 2026, we had $128.0 million of authorization remaining under our 2026 Repurchase Authorization and 2024 Repurchase Authorization, collectively.

(2) In February 2019, our Board of Directors authorized us to make supplemental stock purchases to minimize dilution resulting from issuances under our equity compensation plans (the “Equity Dilution Authorization”). In addition to our regular share repurchase program, we are permitted to purchase annually a number of shares equal to the number of shares of restricted stock and stock options granted in the prior fiscal year, to the extent not already repurchased, and the current fiscal year. The Equity Dilution Authorization has no fixed expiration date and expires when the Board withdraws its authorization. There were approximately 450,000 shares remaining under our Equity Dilution Authorization as of June 27, 2026.

(3) Shares purchased during the period indicated include withholding of a portion of shares to cover taxes in connection with the vesting of restricted stock and do not reduce the dollar value of shares that may be purchased under our stock repurchase plan.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

During the quarter ended June 27, 2026, none of our directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

Item 6. Exhibits

		Incorporated by Reference					
Exhibit Number	Exhibit	Form	File No.	Exhibit	Filing Date	Filed Herewith	Furnished Filed
22	List of Guarantor Subsidiaries					X	
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X	
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X	
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.					X	
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.					X	
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 2026, formatted in Inline XBRL: (i) Condensed Consolidated Statements of Cash Flows, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated Balance Sheets, and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.					X	
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 2026, formatted in Inline XBRL (included as Exhibit 101)						

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CENTRAL GARDEN & PET COMPANY
Registrant

Dated: August 6, 2026

/s/ NICHOLAS LAHANAS
Nicholas Lahanas
Chief Executive Officer
(Principal Executive Officer)

/s/ BRADLEY G. SMITH
Bradley G. Smith
Chief Financial Officer
(Principal Financial Officer)

Exhibit 22

LIST OF GUARANTOR SUBSIDIARIES

The following subsidiaries of Central Garden & Pet Company (the "Company") were, as of June 27, 2026, guarantors of the Company's $400 million aggregate principal amount of 4.125% senior notes due April 2031, $500 million aggregate principal amount of 4.125% senior notes due October 2030, and the Company’s $300 million aggregate principal amount of 5.125% senior notes due February 2028.

NAME OF GUARANTOR SUBSIDIARY	JURISDICTION OF FORMATION
A.E. McKenzie Co. ULC	British Columbia, Canada
All-Glass Aquarium Co., Inc.	Wisconsin
Aquatica Tropicals, Inc.	Delaware
Arden Companies, LLC	Michigan
B2E Biotech, LLC	Delaware
B2E Corporation	New York
B2E Manufacturing, LLC	Delaware
B2E Microbials, LLC	Delaware
Bell Nursery Holdings, LLC	Delaware
Bell Nursery USA, LLC	Delaware
Blue Springs Hatchery, Inc.	Delaware
BRP Hold Nightingale, LLC	Delaware
BRP Hold Ox, LLC	Delaware
C&S Products Co., Inc.	Iowa
D & D Commodities Limited	Minnesota
Farnam Companies, Inc.	Arizona
Ferry_Morse Seed Company	Delaware
Flora Parent, Inc.	Delaware
Florida Tropical Distributors International, Inc.	Delaware
Four Paws Products, Ltd.	New York
Gro Tec, Inc.	Georgia
Gulfstream Home & Garden, Inc.	Florida
Hydro-Organics Wholesale	California
IMS Southern, LLC	Utah
IMS Trading, LLC	Utah
K&H Manufacturing, LLC	Delaware
Kaytee Products, Incorporated	Wisconsin
Livingston Seed Company	Delaware
Marteal, Ltd.	California
Matson, LLC	Washington
Midwest Tropicals LLC	Utah
New England Pottery, LLC	Delaware
Nexgen Turf Research, LLC	Oregon
P&M Solutions, LLC	Georgia
Pennington Seed, Inc.	Delaware

Pets International, Ltd.	Illinois
Plantation Products, LLC	Delaware
Quality Pets, LLC	Utah
Seed Holdings, Inc.	Delaware
Segrest, Inc.	Delaware
Segrest Farms, Inc.	Delaware
Sun Pet, Ltd.	Delaware
Sustainable Agrico LLC	Delaware
TDBBS, LLC	Delaware
T.F.H. Publications, Inc.	Delaware
Wellmark International	California

EXHIBIT 31.1

I, Nicholas Lahanas, certify that:

1. I have reviewed this report on Form 10-Q for the quarter ended June 27, 2026 of Central Garden & Pet Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not mi with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present ir respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and pro defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exch Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be de under our supervision, to ensure that material information relating to the registrant, including its consolidated su is made known to us by others within those entities, particularly during the period in which this report is being pr
   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting a preparation of financial statements for external purposes in accordance with generally accepted accounting prir
   c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report o conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period cover report based on such evaluation; and
   d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred durin registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that h materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial repor
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control ove reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performin equivalent functions):
   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial r which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report f information; and
   b. any fraud, whether or not material, that involves management or other employees who have a significant role in registrant’s internal control over financial reporting.

Date: August 06, 2026

/s/ NICHOLAS LAHANAS

Nicholas Lahanas

Chief Executive Officer

(Principal Executive Officer)

EXHIBIT 31.2

I, Bradley G. Smith, certify that:

1. I have reviewed this report on Form 10-Q for the quarter ended June 27, 2026 of Central Garden & Pet Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not mi with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present i respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and pro defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exc Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be de under our supervision, to ensure that material information relating to the registrant, including its consolidated su is made known to us by others within those entities, particularly during the period in which this report is being pr

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting a preparation of financial statements for external purposes in accordance with generally accepted accounting prin

    c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report o conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period cover report based on such evaluation; and

    d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred durin registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that h materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial repo

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control ove reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performin equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial r which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report f information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in registrant’s internal control over financial reporting.

Date: August 06, 2026

/s/ BRADLEY G. SMITH

Bradley G. Smith

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying quarterly report on Form 10-Q of Central Garden & Pet Company for the quarter e June 27, 2026 (the “Report”), I, Nicholas Lahanas, Chief Executive Officer of Central Garden & Pet Company, hereby certify pursuant t § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) such Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 193

(2) the information contained in such Report presents, in all material respects, the financial condition and results of operations of Central Garden & Pet Company.

August 6, 2026

/s/ NICHOLAS LAHANAS
Nicholas Lahanas
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying quarterly report on Form 10-Q of Central Garden & Pet Company for the quarter e June 27, 2026 (the “Report”), I, Bradley G. Smith, Principal Financial Officer of Central Garden & Pet Company, hereby certify pursuant U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) such Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 193

(2) the information contained in such Report presents, in all material respects, the financial condition and results of operations of Central Garden & Pet Company.

August 6, 2026

/s/ BRADLEY G. SMITH
Bradley G. Smith
Chief Financial Officer
(Principal Financial Officer)