

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OF 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) DECEMBER 8, 1997

CENTRAL GARDEN & PET COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE	0-20242	68-0275553
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3697 MT. DIABLO BOULEVARD, LAFAYETTE, CALIFORNIA	94549
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (510) 283-4573

INAPPLICABLE

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

Exhibit Index located on page 3

ITEM 5. OTHER EVENTS

On December 8, 1997, Central Garden & Pet Company issued a press release announcing that it had signed a letter of intent to acquire Kaytee Products Incorporated, one of the largest manufacturers of bird seed in the United States.

ITEM 7. FINANCIAL STATEMENT AND EXHIBITS

- (a) Not applicable
- (b) Not applicable
- (c) See attached Exhibit Index.

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EXHIBIT INDEX

Number	Exhibit	Page Number
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99.1	Kaytee Press Release dated December 8, 1997.	5

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SIGNATURES

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

CENTRAL GARDEN & PET COMPANY

By /s/ Robert B. Jones

Robert B. Jones, Vice President
and Chief Financial Officer

Dated: December 8, 1997

FOR IMMEDIATE RELEASE
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Contact: Gregory Reams
Central Garden & Pet
510/283-4573

Paul Verbinnen/Debbie Miller
Sard Verbinnen & Co
212/687-8080

CENTRAL GARDEN & PET TO ACQUIRE KAYTEE PRODUCTS

LAFAYETTE, CA DECEMBER 8, 1997 -- Central Garden & Pet Company (NASDAQ: CENT) today announced that it has signed a letter of intent to acquire the stock of Kaytee Products Incorporated, one of the nation's largest manufacturers of bird and small animal food. Central expects to pay approximately \$50 million in cash plus an earn-out not to exceed \$3 million. Management expects that transaction to be accretive to Central earnings.

Based in Chilton, Wisconsin, Kaytee Products is the national leader in specialty pet foods for birds and small animals as well as a major producer of branded wild bird food. Brand names include Kaytee/R/ and Amazon Smythe/R/. The business being acquired by Central reported annual sales of approximately \$103 million for the fiscal year ended June 30, 1997. Kaytee Products has approximately 425 employees and manufacturing sites located in Chilton, Wisconsin, Rialto, California, Cressona, Pennsylvania and Abilene, Kansas. Kaytee Products' distribution business in Southern California, United Pacific Pet, principally an Iams dog food distribution business, will be spun-off and retained by the former stockholders of Kaytee Products.

Central Garden & Pet Company is the leading national distributor of lawn and garden and pet supply products. Central offers customers a wide array of value-added services designed to increase the sales and profitability of both manufacturers and retailers, including inventory management, advertising and promotional programs, in-store design and display assistance and sales program development. Central also offers lines of proprietary branded products which include Zodiac/R/ and Four Paws/R/ pet products, Island/R/ aquariums, Matthews/R/ redwood products and Grant's/R/ ant control products.

Consummation of the transaction is subject to execution of a definitive agreement and satisfaction of regulatory requirements and other customary closing conditions.

"Safe Harbor" Statement under Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts, including statements relating to future financial results of the acquired business, are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. These risks are described in the Company's Securities and Exchange Commission filings.

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