

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) AUGUST 31, 1998

CENTRAL GARDEN & PET COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE

0-20242

68-0275553

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

3697 MT. DIABLO BOULEVARD, LAFAYETTE, CALIFORNIA

94549

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(925) 283-4573

INAPPLICABLE

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

Exhibit Index located on page 3

ITEM 5. OTHER EVENTS

On August 31, 1998, Central Garden & Pet Company (the "Company") issued a press release announcing that the Company's Board of Directors has authorized the Company to spend up to \$25 million to repurchase shares of its outstanding common stock.

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
- - - - -	- - - - -	- - - - -
99.1	Press Release dated August 31, 1998.	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/ P. Gregory Reams  
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P. Gregory Reams, Treasurer  
and Assistant Secretary

Dated: August 31, 1998

[LOGO OF CENTRAL GARDEN & PET]

Corporate Office  
3697 Mt. Diablo Blvd., Suite 310  
Lafayette, CA 94549  
(925) 283-4573  
Fax (925) 283-4984

FOR IMMEDIATE RELEASE

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Sard Verbinnen & Co.  
(212) 687-8080

CENTAL GARDEN & PET ANNOUNCES SHARE REPURCHASE PROGRAM

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LAFAYETTE, CALIFORNIA, AUGUST 31, 1998 - Central Garden & Pet Company (NASDAQ:CENT), the nation's leading distributor of lawn and garden and pet supplies, announced today that the Company's Board of Directors has authorized the Company to spend up to \$25 million to repurchase shares of its outstanding common stock. The Company's stock closed at \$14 1/8 today and the Company has approximately 31 million shares outstanding.

Purchases would be made through brokers and dealers in the public market or privately negotiated transactions with nonaffiliated stockholders.

"We are committed to our growth strategy, and because of our strong financial position, the share repurchase program we are announcing today should not in any way inhibit our ability to execute our growth strategy or to aggressively pursue acquisition opportunities," said William E. Brown, Chairman and Chief Executive Officer.

Brown continued, "We believe the price of our stock is currently undervalued, making our stock an attractive investment opportunity."

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 service and display building and sales program development. Central also offers lines of proprietary branded products which include Pennington/R/, Kaytee/R/, TFH/R/, Zodiac/R/, and Four Paws/R/ pet products, Island/R/ aquariums, Matthews/R/ redwood products and Grant's/R/ ant control products.

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"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts 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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