
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) January 13, 2003

Central Garden & Pet Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20242
(Commission
File Number)

68-0275553
(IRS Employer
Identification No.)

3697 Mt. Diablo Boulevard, Lafayette, California
(Address of principal executive offices)

94549
(Zip Code)

Registrant's telephone number, including area code **(925) 283-4573**

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

Item 5. Other Events

On January 13, 2003, Central Garden & Pet Company issued a press release announcing that it is proposing to offer in a private placement \$150,000,000 aggregate principal amount of Senior Subordinated Notes. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 7. Financial Statement and Exhibits

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release dated January 13, 2003.

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/ STUART W. BOOTH

Stuart W. Booth
Vice President Finance and Chief Financial Officer

Dated: January 13, 2003

[LOGO OF CENTRAL GARDEN & PET]

Corporate Office
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Lafayette, CA 94549
(925) 283-4573
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FOR IMMEDIATE RELEASE

Contact: Andrew Tammen
Central Garden & Pet
(925) 283-4573

**CENTRAL GARDEN & PET COMPANY ANNOUNCES
PROPOSED PRIVATE PLACEMENT OF
SENIOR SUBORDINATED NOTES DUE 2013**

LAFAYETTE, CALIFORNIA, January 13, 2003 – Central Garden & Pet Company (NASDAQ: CENT) announced today that it is proposing to offer in a private placement \$150,000,000 aggregate principal amount of Senior Subordinated Notes.

The net proceeds of the offering will be used to redeem its outstanding convertible notes, including the payment of premium and accrued interest, reduce a portion of the outstanding indebtedness under its senior credit facilities, and pay related fees and expenses.

The Senior Subordinated Notes due 2013 have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The issuance of the Notes has been structured to allow secondary market trading under Rule 144A under the Securities Act of 1933.

Central Garden & Pet Company is a leading marketer and producer of quality branded products for the pet and lawn and garden supplies markets.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offering sold would be unlawful.

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