

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) October 13, 1996

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.)
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3697 Mt. Diablo Boulevard, Lafayette, California ----- (Address of principal executive offices)	94549 ----- (Zip Code)
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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 2. Acquisition or Disposition of Assets

On October 13, 1996, Central Garden & Pet Company (the "Company") issued a press release announcing that it has entered into a definitive agreement (the "Agreement") to acquire assets comprising the flea and tick protection business in the United States and Canada of Sandoz, Ltd. Under the terms of the Agreement, the Company will pay \$41 million in cash to Sandoz. The Company anticipates that it will use financing under its existing credit facility, to finance the acquisition.

Item 7. Financial Statements and Exhibits

(a) See attached Exhibit Index.

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EXHIBIT INDEX

Number -----	Exhibit -----	Page Number -----
1.1	Press Release dated October 13, 1996.	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: October 15, 1996

[LETTERHEAD OF CENTRAL GARDEN & PET]

Corporate Office
3696 Mt. Diablo Blvd., Suite 310
Lafayette, CA 94549
(510) 283-4573
(510) 283-4984

FOR IMMEDIATE RELEASE

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

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

CENTRAL GARDEN & PET COMPANY TO ACQUIRE
FLEA AND TICK BUSINESS, INCLUDING ZODIAC(R) AND
VET-KEM(R) BRANDS, FROM SANDOZ LTD.

ACQUISITION IS KEY STEP IN CENTRAL'S STRATEGY OF
GROWING BRANDED PET AND LAWN & GARDEN PRODUCTS

LAFAYETTE, CALIFORNIA, OCTOBER 13, 1996 -- Central Garden & Pet Company (NASDAQ: CENT) today announced that it has entered into a definitive asset purchase agreement to acquire the United States and Canada flea and tick business of Sandoz Agro, Inc. for \$41 million. The acquisition is expected to close before March 1997, depending upon the approval of the merger of Sandoz Ltd. and Ciba-Geigy Limited into Novartis Inc.

The acquisition includes ownership in the United States and Canada of the Zodiac(R) and Vet-Kem(R) trademarks as well as those for Ovitrol(R), Siphotrol(R), Fleatrol(TM), vIGRen(R), Petcor(R), Precor(R), and Natural Signature(R). These products -- which include

on-animal sprays, shampoos and powders, collars, indoor foggers, aerosols, concentrates and pump-sprays -- are based on the active ingredient Methoprene to which Central will acquire production rights. Central is also acquiring a manufacturing, formulation, packaging and research facility in Dallas, Texas and all existing inventory, along with a staff of highly trained technical professionals associated with the development and registration of Methoprene products. The trademark vIGRen is the trademark used for the sale of technical Methoprene to S.C. Johnson, Hartz Mountain and others for their use in branded products for the consumer mass market.

"We believe that this will be an outstanding strategic acquisition for Central," said William Brown, Chairman and Chief Executive Officer of Central Garden & Pet. "It is consistent with our goal of significant increasing our presence in high-margin branded pet and lawn and garden products and we see additional opportunities to grow the business by leveraging our national distribution and logistics capabilities, and by expanding into new methoprene-based products."

Central Garden & Pet Company is the leading national distributor of lawn, garden and pet supply products.

Statements contained in this press release which are not historical facts are forward looking statements as that item is defined in the Securities Litigation Reform Act of 1995. Such forward looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those projected. Such risks and uncertainties are detailed in the company's filings with the Securities and Exchange Commission.

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