
**UNITED STATES
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) February 10, 2005

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.)

1340 Treat Boulevard, Suite 600, Walnut Creek, California
(Address of principal executive offices)

94597
(Zip Code)

Registrant's telephone number, including area code (925) 948-4000

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On February 10, 2005, Central Garden & Pet Company (“Central” or the “Company”) exercised an option contained in its Credit Agreement dated May 14, 2003, between the Company and Canadian Imperial Bank of Commerce et al., to borrow an additional \$75 million under its six year term loan. The total outstanding borrowings after the draw down under the term loan was approximately \$173.5 million. The proceeds from the incremental term loan will initially be used to pay down outstanding borrowings under the Company’s \$125 million revolving credit facility as well as provide liquidity to fund seasonal working capital requirements and the Company’s growth strategy. The term loan is payable in quarterly installments of \$437,500 with the balance payable in May 2009. The term loan payment obligation may be accelerated in certain events, including net asset sales, net insurance/condemnation proceeds, issuance of equity securities, surplus assets of pension plans, and issuance of indebtedness. A copy of the Credit Agreement was filed as Exhibit 10.9 to the Company’s Form 10-Q for the quarter ended June 28, 2003.

Item 8.01 Other Events.

On February 8, 2005, Central Garden & Pet Company issued a press release announcing the acquisition of Gulfstream Home & Garden, Inc. and its 20% equity interest in Tech Pac, L.L.C. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press release dated February 8, 2005.

Central Garden & Pet Acquires Gulfstream Home & Garden

Exclusive Marketer of Sevin(R), Over'n Out!(R) And RooTone(R) Brands
Extends Leading Active Ingredient Portfolio

WALNUT CREEK, Calif.—(BUSINESS WIRE)—Feb. 8, 2005— Central Garden & Pet Company (Nasdaq:CENT) announced today that it has acquired Gulfstream Home & Garden, Inc. and its 20% equity interest in Tech Pac, L.L.C.

Gulfstream is the exclusive marketer of the leading garden product brands Sevin(R), Over'n Out!(R), and RooTone(R) through its relationship with Tech Pac, a supplier of insect control products.

“The acquisition of Gulfstream complements our strategy to market and sell premium garden and pet brands while strengthening our access to leading active ingredients,” commented Glenn Novotny, President and Chief Executive Officer of Central Garden & Pet. “Sevin is the leading broad-based lawn and garden insecticide. Over'n Out! is a leading fire ant control product, and RooTone is a leading root stimulant for the gardening enthusiast.”

Central's portfolio of brands of active ingredients include Zodiac flea and tick control; Altosid and PreStrike mosquito control for professional and consumer usage; Amdro fire ant control; Grant's household and garden ant control; and Eliminator weed and grass control manufactured exclusively for Wal*Mart.

“We are pleased that Jim Hills and his management team will be joining us and look forward to working with Jim and the partners of Tech Pac,” concluded Mr. Novotny.

The purchase price of Gulfstream is approximately \$22 million with possible performance based payments. This is consistent with Central's previously stated acquisition criteria of five to seven times trailing twelve months operating income. The acquisition is expected to add approximately 2-3 cents per share toward Central's fiscal 2005 financial results.

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products for the pet and lawn and garden supplies markets. Our pet products include pet bird and small animal food, aquarium products, flea, tick, mosquito and other pest control products, edible bones, cages, carriers, pet books, and other dog, cat, reptile and small animal products. These products are sold under a number of brand names, including Kaytee, All-Glass Aquarium, Oceanic, Kent Marine, Energy Saver Unlimited, Zodiac, Pre-Strike, Altosid, Nylabone, TFH, Four Paws and Interpet. Our lawn and garden products include grass seed, wild bird food, weed and insect control products, decorative outdoor patio products and ant control products. These products are sold under a number of brand names, including Pennington, Norcal Pottery, New England Pottery, GKI/Bethlehem Lighting, Lilly Miller, Matthews Four Seasons, AMDRO and Grant's. For additional information on Central Garden & Pet, including access to the Company's SEC filings, please visit the Company's website at <http://www.centralgardenandpet.com/>.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts, including future earnings guidance, 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 including, without limitation, the resolution of litigation between the Company and Hebert Axelrod. Central undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

CONTACT:
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