
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12 (b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

CENTRAL GARDEN & PET COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

68-0275553
(IRS Employer
Identification No.)

1340 Treat Boulevard, Suite 600, Walnut Creek, California 94597
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered:

Name of each exchange on which each class is to be registered:

Class A Common Stock, par value \$0.01

Nasdaq Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: _____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

The following description of Central Garden and Pet Company's, or the Company's, Class A Common Stock does not purport to be complete and is subject to and is qualified in its entirety by the description of the Company's Class A Common Stock contained in the Company's Certificate of Incorporation ("Certificate of Incorporation"), a copy of which is filed herewith. The Company also has outstanding Common Stock and Class B Stock.

Voting Rights; Modifications to Class A Common Stock

The holders of Class A Common Stock generally have no voting rights unless otherwise required by Delaware law. Under the Delaware General Corporation Law, any amendments to the Certificate of Incorporation altering or changing the powers, preferences, or special rights of the shares of any class so as to adversely affect them, including the Class A Common Stock, would require the separate approval of the class so affected, as well as the approval of all classes entitled to vote thereon, voting together. These voting rights are specifically included in the Certificate of Incorporation. However, the Certificate of Incorporation also provides that the number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of outstanding shares of Class A Common Stock then outstanding) by the affirmative vote of the holders of a majority of the votes entitled to be cast by the holders of the Common Stock and Class B Stock, voting together as a single class, without a vote by any holders of Class A Common Stock.

Dividend and Other Rights

Each share of Class A Common Stock is entitled to receive dividends if, as and when declared by the Board of Directors out of funds legally available therefor. The Common Stock, Class B Stock and Class A Common Stock would share equally, on a share-for-share basis, in any cash dividends declared by the Board of Directors. In the case of dividends or other distributions payable in stock of the Company or its subsidiaries other than Preferred Stock (including stock split-ups, divisions, or combinations), shares of Common Stock and Class B Stock may be distributed, respectively, only with respect to shares of the same class and as part of a distribution that is pro-rata to the Company's stockholders and in the same ratio for each class.

Stockholders have no preemptive or other rights to subscribe for additional shares. Subject to any rights of holders of any preferred stock, all holders of Common Stock, Class B Stock and the Class A Common Stock, regardless of class, would be entitled to share equally on a share-for-share basis in any assets available for distribution to stockholders on liquidation, dissolution or winding up of the Company. No Common Stock, Class B Stock or Class A Common Stock is subject to redemption or a sinking fund.

Conversion Rights

The holders of Class A Common Stock have no conversion rights.

Effects of Disproportionate Voting Rights.

The disproportionate voting rights of the Class A Common Stock, Common Stock and Class B Stock could have an adverse effect on the market price of the Class A Common Stock. Such disproportionate voting rights may make the Company a less attractive target for a takeover than it otherwise might be, or render more difficult or discourage a merger proposal, a tender offer or a proxy contest, even if such actions were favored by the Company's stockholders other than the holders of the Class B Stock. Accordingly, such disproportionate voting rights may deprive holders of Class A Common Stock of an opportunity to sell their shares at a premium over prevailing market prices, since takeover bids frequently involve purchases of stock directly from stockholders at such a premium price.

Certain Effects of Authorized but Unissued Stock

The Company has shares of Class A Common Stock, Common Stock and preferred stock available for future issuance without stockholder approval. These additional shares may be used for a variety of corporate purposes, including future public offerings to raise additional capital, facilitate corporate acquisitions or payable as a dividend on the capital stock.

The existence of unissued and unreserved Class A Common Stock, Common Stock and preferred stock may enable the Company's board of directors to issue shares to persons friendly to current management or to issue preferred stock with terms that could render more difficult or discourage an attempt to obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise, thereby protecting the continuity of the Company's management. In addition, the issuance of preferred stock could adversely affect the likelihood that such holders will receive dividend payments and payments upon liquidation.

Delaware Law and Certain Provisions of the Company's Amended and Restated Certificate of Incorporation and Bylaws

Provisions of Delaware law and the Company's amended and restated certificate of incorporation and bylaws could make the acquisition of the Company and the removal of incumbent officers and directors more difficult. These provisions are expected to discourage certain types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of the Company to negotiate with the Company first. The Company believes that the benefits of increased protection of its potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure the Company outweigh the disadvantages of discouraging such proposals because, among other things, negotiation of such proposals could result in an improvement of their terms.

The Company is subject to the provisions of Section 203 of the Delaware general corporation law. In general, the statute prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date that the person became an interested stockholder unless, subject to certain exceptions, the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the stockholder.

Generally, an “interested stockholder” is a person who, together with affiliates and associates, owns, or within three years prior, did own 15% or more of the corporation’s voting stock. These provisions may have the effect of delaying, deferring or preventing a change in control of the Company without further action by the stockholders.

The Company’s bylaws provide that stockholder action can be taken at an annual or special meeting of stockholders or by written consent. The bylaws also provide that special meetings of stockholders can only be called by the board of directors, the chairman of the board, the president or at the request of stockholders holding not less than 10% of the total voting power. The business permitted to be conducted at any special meeting of stockholders is limited to the purposes stated in the notice of such meeting.

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

1. Specimen certificate for Registrant’s Class A Common Stock.
- 2.1 Fourth Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company’s Form 10-K for the fiscal year ended September 30, 2006).
- 2.2 Bylaws (incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement, File No. 33-48070).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 24, 2007

CENTRAL GARDEN & PET COMPANY

By: /s/ Glenn W. Novotny
Glenn W. Novotny
Chief Executive Officer, President and Director

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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2.1	Fourth Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company's Form 10-K for the fiscal year ended September 30, 2006).
2.2	Bylaws (incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement, File No. 33-48070).



AMERICAN BANK NOTE COMPANY
 711 ARMSTRONG LANE
 COLUMBIA, TENNESSEE 38401
 (931) 388-3003

PRODUCTION COORDINATOR: HOLLY GRENER 931-490-1722
 PROOF OF DECEMBER 22, 2006
 CENTRAL GARDEN & PET COMPANY
 TSB 25729 FC (LITHO)
 Operator: _____ Run/Authority: _____

/ ETHER 7 / LIVE JOBS / C / CENTRAL 25729 FC

Rev. 1

PLEASE INITIAL THE APPROPRIATE SELECTION FOR THIS PROOF: ___ OK AS IS ___ OK WITH CHANGES ___ MAKE CHANGES AND SEND ANOTHER PROOF
 Colors Selected for Printing: Logo prints in PMS 334 and 60% Black Intaglio prints in SC-13 dark red.
 COLOR: This proof was printed from a digital file or artwork on a graphics quality, color laser printer. It is a good representation of the color as it will appear on the final product. However, it is not an exact color rendition, and the final printed product may appear slightly different from the proof due to the difference between the dyes and printing ink.

The amount of the total authorized capital stock of this corporation consists of 80,000,000 shares of Common Stock, 100,000,000 shares of Class A Common Stock, 3,000,000 shares of Class B Stock and 1,000,000 shares of Preferred Stock. The preferences and relative rights of Common Stock and Class A Common Stock are substantially identical in all respects, except that Common Stock is entitled to one vote per share and Class A Common Stock has no voting rights on any matters submitted to a vote of stockholders unless required by Delaware law or in certain other limited circumstances as set forth in the Certificate of Incorporation of this corporation. The preferences and relative rights of the Common Stock and Class B Stock are substantially identical in all respects, except that (i) Class B Stock has the lesser of ten votes per share or 49% of the total votes cast and the Common Stock has one vote per share, (ii) Class B stock may only be transferred to a permitted transferee as defined in the Certificate of Incorporation of this corporation, (iii) Class B Stock is convertible into Common Stock, as set forth in the Certificate of Incorporation of this corporation and (iv) any amendment of the Certificate of Incorporation of this corporation or issuance of additional shares of Class B Stock requires the approval of holders of the Common Stock and Class B Stock, each voting separately as a class. In the case of stock splits and stock dividends, holders of Common Stock and Class B Stock will receive Common Stock or Class B Stock, respectively, while holders of the proposed Class A Common Stock will receive Class A Common Stock, in each case in the same ratio; provided that the Board may elect to distribute Class A Common Stock in the form of a pro rata dividend or distribution to holders of Common Stock, Class A Common Stock and Class B Stock. In no event will shares of Common Stock, Class A Common Stock or Class B Stock be split, divided or combined unless all such classes are split, divided, or combined equally. Central Garden & Pet Company will furnish, without charge, to each stockholder who so requests, a copy of the provisions setting forth the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights as established, from time to time, by the Certificate of Incorporation of this corporation and by any certificate of determination, the number of shares constituting each class and series, and the designations thereof. Any such request may be addressed to the Secretary of this corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM—	as tenants in common	UNIF GIFT MIN ACT—	(State) Custodian (Minor) under Uniform Gifts to Minors Act (State)
TEN ENT	—as tenants by the entireties	UNIF TRF MIN ACT—	(State) Custodian (until age _____) (Minor) under Uniform Transfers to Minors Act (State)
JT TEN	—as joint tenants with right of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSURE SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGING THEREOF.

Signature(s) Guaranteed:

By

THE SIGNATURES SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION, BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE PROGRAM, PURSUANT TO S.C. PUBLIC SERVICE

AMERICAN BANK NOTE COMPANY 711 ARMSTRONG LANE COLUMBIA, TENNESSEE 38401 (931) 388-3003	PRODUCTION COORDINATOR: HOLLY GRONER 931-490-1722 PROOF OF DECEMBER 22, 2006 CENTRAL GARDEN & PET COMPANY TSB 25729 BK (Patch) Operator _____ Run/Authority _____ Rev. 1
<small>J / ETHER 7 / LIVE JOBS / C / CENTRAL 25729 BK (Patch)</small>	

PLEASE INITIAL THE APPROPRIATE SELECTION FOR THIS PROOF: _____ OK AS IS _____ OK WITH CHANGES _____ MAKE CHANGES AND SEND ANOTHER PROOF