

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

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 14, 2010

Central Garden & Pet Company

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-33268
(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))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Executive Officer Changes

On January 15, 2010, Central Garden & Pet Company (the “Company”) issued a press release announcing that Jeffery A. Blade, the Company’s Senior Vice President, Chief Financial Officer and Secretary, had resigned effective January 14, 2010 by mutual agreement with the Company. The Company also announced that Stuart W. Booth, the Company’s former Executive Vice President and Chief Financial Officer, will serve as interim Chief Financial Officer until the successful completion of a search for a new Chief Financial Officer. A copy of the press release is attached hereto as Exhibit 99.1.

Pursuant to a Separation Agreement Amendment dated January 14, 2010 relating to his appointment as interim Chief Financial Officer, Mr. Booth will receive an annual salary of \$400,000 and a transition bonus of \$16,667 for each month worked. Mr. Booth was also granted an option to purchase 50,000 shares of Class A common stock at an exercise price equal to the closing price on January 15, 2010. The options will be subject to time-based and performance-based vesting. The foregoing discussion is qualified in its entirety by the specific terms of the Separation Agreement Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Mr. Booth, age 59, served as the Company’s Chief Financial Officer from January 2002 to September 2009. There was no arrangement or understanding between him and any other person pursuant to which he was to be selected as an officer, and Mr. Booth has no family relationship with any officer or director of the Company. There is no information about Mr. Booth required by Item 404(a) of Regulation S-K.

Determination of Satisfaction of Fiscal 2009 Performance Targets

On January 15, 2010, the Compensation Committee determined that for options granted in fiscal 2008 and fiscal 2009, 100% of the fiscal 2009 performance targets were satisfied for the options granted to the executive officers identified in the Company’s definitive proxy statement filed December 30, 2009. In addition, because the cumulative performance in fiscal 2008 and fiscal 2009 exceeded the cumulative targets for those years, the remaining performance-based portion of the fiscal 2008 option grants has now been satisfied in full with respect to fiscal 2008.

The following table supplements and updates the Outstanding Equity Awards at Fiscal Year End table appearing in the Company's definitive proxy statement filed December 30, 2009 to reflect the satisfaction of the fiscal 2009 performance targets for the performance-based options granted in fiscal 2008 and fiscal 2009 and the satisfaction of the cumulative performance targets for the performance-based options granted in fiscal 2008.

Name	Option Awards				
	Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: Number of Shares Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date
William E. Brown	30,000(1)	70,000(1)	150,000(1)	\$ 10.00	6/19/2014
	30,000(1)	70,000(1)	150,000(1)	\$ 12.50	6/19/2014
	30,000(1)	70,000(1)	150,000(1)	\$ 15.00	6/19/2014
	30,000(2)	70,000(2)	150,000(2)	\$ 10.00	6/19/2014
	30,000(2)	70,000(2)	150,000(2)	\$ 12.50	6/19/2014
	30,000(2)	70,000(2)	150,000(2)	\$ 15.00	6/19/2014
	—	50,000(1)	200,000(1)	\$ 10.00	4/14/2015
	—	50,000(1)	200,000(1)	\$ 12.50	4/14/2015
	—	50,000(1)	200,000(1)	\$ 15.00	4/14/2015
	—	50,000(2)	200,000(2)	\$ 10.00	4/14/2015
	—	50,000(2)	200,000(2)	\$ 12.50	4/14/2015
	—	50,000(2)	200,000(2)	\$ 15.00	4/14/2015
Jeffrey A. Blade (3)	—	10,000(2)	40,000(2)	\$ 10.92	9/8/2015
Glen R. Fleischer	—	18,750(2)	56,250(2)	\$ 7.76	3/4/2014
	—	20,000(2)	80,000(2)	\$ 8.00	4/14/2015
Michael A. Reed	18,000(2)	30,000(2)	72,000(2)	\$ 4.60	3/4/2014
	—	15,000(2)	60,000(2)	\$ 8.00	4/14/2015
Stuart W. Booth	12,000(2)	20,000(2)	48,000(2)	\$ 4.60	3/4/2014
James V. Heim	12,000(2)	20,000(2)	48,000(2)	\$ 4.60	3/4/2014
	—	5,000(2)	20,000(2)	\$ 8.00	4/14/2015

- (1) Common Stock.
(2) Class A Common Stock.
(3) These options terminated upon Mr. Blade's resignation as Chief Financial Officer effective January 14, 2010.

Item 9.01. Financial Statements and Exhibits

- 10.1 Separation Agreement Amendment between Stuart W. Booth and Central Garden & Pet Company, dated January 14, 2010.
99.1 Press Release dated January 15, 2010.

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/ **WILLIAM E. BROWN**
William E. Brown
Chairman and Chief Executive Officer

Dated: January 19, 2010

Amendment to Separation Agreement

This Separation Agreement Amendment dated January 14, 2010 ("Separation Amendment") is entered by and among Central Garden & Pet Company, its, subsidiaries, affiliates and related entities ("Central" or "Company") and Stuart W. Booth ("Executive").

WHEREAS, Executive was formerly employed as Executive Vice President, Chief Financial Officer and Secretary of Central;

WHEREAS, Executive and Central entered into a Separation Agreement and General Release of All Claims on April 1, 2009 ("Separation Agreement") related to Executive's resignation from the Company;

WHEREAS Executive currently serves as a consultant to Central;

WHEREAS, the parties desire Executive to return to full-time employment with Central in a temporary, interim Chief Financial Officer ("CFO") position until a replacement executive is hired and a transition is complete;

THEREFORE, for good and adequate consideration including the covenants contained herein, the Parties agree as follows:

1. Prior Agreement. The Separation Agreement is incorporated herein by reference and shall continue in effect except as provided herein. Where there is a conflict between the Separation Agreement and this Separation Amendment, this Separation Amendment shall control.
2. Executive will be re-employed in the position of CFO until a replacement executive is hired and for a reasonable transition period thereafter as requested by the Company, the combined period to be a minimum of six (6) months, and month to month thereafter up to a maximum of twelve (12) months unless the parties mutually agree to extend the period in writing. The period commencing with the New Effective Date of this Separation Amendment and continuing until the New Termination Date will be referred to as the "New Transition Period".
3. During the New Transition Period the Company will pay Executive an annualized salary of four hundred thousand dollars (\$400,000) and the same benefits as provided during the Transition Period in the Separation Agreement. Executive also will receive a "transition bonus" of \$16,666.66 per month for each full month worked, payable on the New Termination Date.
4. Effective January 15, 2010, Executive will receive a grant of fifty thousand (50,000) Class A stock options pursuant to a Non-Qualified Stock Option Agreement under the Company's 2003 Equity Incentive Plan. This award will vest as set forth in the stock option agreement and the Separation Agreement.

5. At the conclusion of the New Transition Period Executive's employment will be considered terminated for all purposes ("New Termination Date").
6. Commencing on the New Effective Date of this Separation Amendment, the severance of \$31,667 referred to in paragraph 6 of the Separation Agreement shall be modified to \$33,333.33 per month.
7. The term "eighteen (18) months" in paragraphs 7 and 8 of the Separation Agreement shall be modified to "twenty two (22) months."
8. Commencing on the New Effective Date of this Separation Amendment, all references to the "Transition Period" in the Separation Agreement will have the same meaning as the term "New Transition Period" in this Separation Amendment.
9. Commencing on the New Effective Date of this Separation Amendment, all references to the "Termination Date" in the Separation Agreement will have the same meaning as the term "New Termination Date" in this Separation Amendment.
10. Paragraph 9(a) of the Separation Agreement is amended and clarified to read as follows:
 - (a) Group Insurance: The Company will pay for Executive's COBRA health insurance continuation coverage for Executive, Executive's spouse and eligible dependents for eighteen (18) months after he ceases to receive the severance payments from the Company provided in Paragraph 6 above. Executive will pay an amount for this COBRA coverage comparable to the employee contribution amounts paid by senior executives of the Company. Thereafter, the Company will continue comparable health insurance coverage through HIPPA coverage for Executive, Executive's spouse and Executive's eligible dependents until Executive's spouse reaches the age of sixty six (66), i.e. 07/07/2019 or until they become eligible for coverage under another group health care plan, whichever comes first. The Company's contribution to such coverage will be the actual expense of such coverage up to a maximum of \$1,400 per month. The Company's payments for health insurance continuation coverage will be considered income to the Executive for tax reporting purposes.
11. Executive and Central agree to re-execute this Separation Amendment on the New Termination Date. Executive will not receive his transition bonus, severance and benefits following the New Termination Date unless he re-executes this Separation Amendment. Executive and Central understand that by re-executing this Separation Amendment after the New Termination Date they are renewing and reaffirming all the terms of the Separation Agreement as modified herein, including but not limited to the general release provisions.

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12. This Separation Amendment will become effective ("New Effective Date") when it is signed by all parties.

Date: 1/14/2010

/s/ Stuart W. Booth

Stuart W. Booth

Date: 1/14/2010

/s/ William E. Brown

Central Garden & Pet Company

Re-executed:

Dated: _____

Stuart W. Booth

Date: _____

Central Garden & Pet Company

Stu Booth Separation Agreement

Initial
Executive SWB
Company WEB

FOR IMMEDIATE RELEASE

Contact: Stuart Booth
Central Garden & Pet
925.948.3675

CFO BLADE DEPARTS

Stuart W. Booth, Central's Executive Vice President and CFO From 2002 to 2009, Will Serve As Interim CFO Pending Search For Permanent Successor

Eileen VanEss Joins Central As Vice President of Investor Relations

WALNUT CREEK, Calif., January 15, 2010 (BUSINESS WIRE)— Central Garden & Pet Company (NASDAQ: CENT)(NASDAQ: CENTA) today announced that Jeffrey A. Blade, who joined the Company as Chief Financial Officer in September 2009, has resigned by mutual agreement with Central's Chairman and Chief Executive Officer, William E. Brown.

Stuart W. Booth, Central's former CFO, who retired in 2009, has agreed to return on an interim basis as CFO pending completion of a search for a permanent successor.

"Jeff's departure is by mutual agreement. He is a true professional and we wish him well," said Mr. Brown. He continued, "We are grateful to Stu for stepping back into the full-time role pending our new search. We remain committed to our program to drive improved capital efficiency and margins and believe we are well positioned to pursue new growth strategies."

Eileen VanEss Joins As Vice President of Investor Relations

Separately, Central announced that Eileen VanEss has joined as Vice President of Investor Relations. Previously, Eileen was Vice President of Investor Relations, Treasury and Tax at LeapFrog Enterprises, a leading developer and marketer of technology-based educational products. Her responsibilities included investor communications and reporting, as well as leadership in the areas of risk management, Sarbanes-Oxley compliance, tax and accounting.

Prior to LeapFrog, Eileen's experience included more than twenty years of progressively responsible leadership in domestic and international finance, investor relations and audit with global companies including Levi Strauss, CB Richard Ellis, Quaker Oats, MetLife, McDonald's Corporation and Deloitte & Touche. Eileen is a current CPA and CFA Level II candidate. She earned her MBA in Finance and Accounting from the University of Chicago.

Said Mr. Brown, "We welcome Eileen to Central and look forward to her insights and contributions."

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products for the lawn & garden and pet supplies markets. We are committed to new product innovation and our products are sold to specialty independent and mass retailers in the following categories: In Lawn & Garden: Grass seed including the brands PENNINGTON® and THE REBELS™ wild bird feed and the brands PENNINGTON® and KAYTEE® weed and insect control and the brands AMDRO®, SEVIN®, IRONITE® and Over 'N Out®; and decorative outdoor patio products and the brands NORCAL®, NEW ENGLAND POTTERY® and MATTHEWS FOUR SEASONS™. We also provide a host of other regional and application-specific garden brands and supplies. Pet categories include: Animal health and the brands ADAMS™ and ZODIAC®; aquatics and reptile and the brands OCEANIC®, AQUEON™ and ZILLA™; bird & small animal and the brands KAYTEE®, SUPER PET® and CRITTER TRAIL®; dog & cat and the brands TFH®, NYLABONE®, FOUR PAWS®, PINNACLE® and Avoderm®; and equine and the brands FARNAM®, BRONCO® and SUPER MASK®. Central Garden & Pet Company is based in Walnut Creek, California, and has approximately 5,000 employees, primarily in North America and Europe. For additional information on Central Garden & Pet Company, including access to the Company's SEC filings, please visit the Company's website at <http://www.central.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 expectations, margin improvements and the estimated goodwill and other intangible impairment charge 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 Annual Report on Form 10-K, filed November 20, 2009, and other Securities and Exchange Commission filings. Central undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

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