

---

---

**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): October 14, 2014

---

**Central Garden & Pet Company**

(Exact name of registrant as specified in charter)

---

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-33268**  
(Commission File No.)

**68-0275553**  
(I.R.S. 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**

**Not applicable**  
(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 8.01 Other Events.**

On October 14, 2014, Central Garden & Pet Company issued a press release, a copy of which is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 14, 2014

---

**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.

Date: October 14, 2014

**CENTRAL GARDEN & PET COMPANY**

By: /s/ John R. Ranelli

Name: John R. Ranelli

Title: President and Chief Executive Officer

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 14, 2014

**CENTRAL GARDEN & PET WILL NOT PURSUE HARBINGER GROUP PROPOSALS**

*Board Concludes That Proposals Do Not Reflect Company's Future Growth Opportunities Or Value*

**WALNUT CREEK, Calif. — October 14, 2014** — Central Garden & Pet Company (NASDAQ: CENT) (NASDAQ: CENTA), a leading innovator, marketer and producer of quality branded products for the lawn and garden and pet supplies markets, said today that, after an extensive review, its Board of Directors unanimously concluded that it will not pursue two proposals received from Harbinger Group Inc. in June to acquire all of Central's common stock at \$10 per share in cash or, alternatively, to acquire the Company's Pet segment for \$750 million in cash. The Board was assisted in its review by Lazard as financial advisor and Cravath, Swaine & Moore LLP as legal advisor.

"While we appreciate Harbinger's interest in Central, we believe the proposals do not reflect Central's future growth opportunities or the value we expect to deliver to our shareholders in the coming years," said John Ranelli, President and Chief Executive Officer of Central. "Our Board and management believe that Central is taking the right steps to improve our business and generate superior revenue and profitability growth. We are confident that these initiatives will secure our position as a leader in our marketplace and build value for our shareholders."

**About Central Garden & Pet**

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products for the lawn & garden and pet supplies markets. Committed to new product innovation, our products are sold to specialty independent and mass retailers. Participating categories in Lawn & Garden include: Grass seed and the brands PENNINGTON®, SMART SEED® and THE REBELS®; wild bird feed and the brand PENNINGTON®; weed and insect control and the brands AMDRO®, SEVIN®, IRONITE® and OVER-N-OUT®; and decorative outdoor patio products and the brands NORCAL POTTERY®, NEW ENGLAND POTTERY® and MATTHEWS FOUR SEASONS™. We also provide a host of other regional and application-specific garden brands and supplies. Participating categories in Pet include: Animal health and the brands ADAMS™ and ZODIAC®; aquatics and reptile and the brands OCEANIC SYSTEMS®, 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®, VITA FLEX® and HORSE HEALTH™ PRODUCTS. We also provide a host of other application-specific pet brands and supplies. Central Garden & Pet Company is based in Walnut Creek, California, and has approximately 3,300 employees, primarily in North America. For additional information on Central Garden & Pet Company, including access to the Company's SEC filings, please visit the Company's website at [www.central.com](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 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. All forward-looking statements are based upon the Company's current expectations and various assumptions. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements. These risks and others are described in Central's Securities and Exchange Commission filings. Central undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

**Central Garden & Pet Company**

Steven Zenker, 925-948-3657  
Vice President of Investor Relations & Communications  
[szenker@central.com](mailto:szenker@central.com)

or

Sard Verbinnen & Co  
Brian Shiver, 212-687-8080  
[bshiver@sardverb.com](mailto:bshiver@sardverb.com)

###