
**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) February 10, 2015

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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective February 10, 2015, George C. Roeth and Thomas J. Colligan were appointed to the Board of Directors (the "Board") of Central Garden & Pet Company (the "Company"). A copy of the press release announcing their appointment is attached hereto as Exhibit 99.1.

In connection with their appointment to the Board, Mr. Roeth and Mr. Colligan were each granted options to purchase 20,284 shares of Class A Common Stock (determined by dividing \$200,000 by the closing price of a share of the Company's Class A Common Stock on February 10, 2015) and 2,029 shares of restricted stock (determined by dividing \$20,000 by the closing price of a share of the Company's Class A Common Stock on February 10, 2015). The options and restricted stock were granted under the Company's 2003 Omnibus Equity Incentive Plan.

There are no related party transactions with Mr. Roeth or Mr. Colligan required to be disclosed under Item 404(a) of Regulation S-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On February 10, 2015, at the Annual Meeting, the following proposals were submitted to the stockholders:

1. The election of seven directors to serve until the 2016 Annual Meeting and until their successors are duly elected and qualified.
2. The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 26, 2015.

For more information about the foregoing proposals, see the Company's proxy statement dated December 29, 2014, the relevant portions of which are incorporated herein by reference. Holders of the Company's Common Stock are entitled to one vote per share and holders of the Company's Class B Stock are entitled to the lesser of ten votes per share or 49% of the total number of votes of Common Stock and Class B Stock which are voted for a director or on a proposal. Holders of the Company's Common Stock and holders of the Company's Class B Stock vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law. The number of votes cast for and withheld/against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

Proposal One:

The following individuals were elected to serve as directors until the Company's next annual meeting and until their respective successors are elected and qualified by the votes set forth in the following table:

| <u>Director Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------|-----------------|-------------------------|
| William E. Brown | 11,925,962 | 3,853,524 | 2,343,707 |
| Brooks M. Pennington III | 13,232,130 | 2,547,356 | 2,343,707 |
| John B. Balousek | 15,760,651 | 18,835 | 2,343,707 |
| David N. Chichester | 15,757,851 | 21,635 | 2,343,707 |
| Alfred A. Piergallini | 15,756,301 | 23,185 | 2,343,707 |
| John R. Ranelli | 13,397,538 | 2,381,948 | 2,343,707 |
| M. Beth Springer | 15,757,851 | 21,635 | 2,343,707 |

Proposal Two:

The appointment of Deloitte & Touché LLP as the Company's independent registered public accounting firm for fiscal year 2015 was ratified, by the votes set forth in the following table:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes(1)</u> |
|------------|----------------|----------------|----------------------------|
| 20,351,503 | 19,205 | 2,184 | 0 |

(1) Pursuant to the rules of the New York Stock Exchange, this proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

Item 9.01. Financial Statements and Exhibits

99.1 Press Release dated February 11, 2015.

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/ Lori A. Varlas
Lori A. Varlas
Senior Vice President, Chief Financial Officer and Secretary

Dated: February 17, 2015

**CENTRAL GARDEN & PET COMPANY NAMES
TWO NEW INDEPENDENT DIRECTORS**

WALNUT CREEK, CALIFORNIA, February 11, 2015— 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, today announced that it has appointed two new independent directors, George C. Roeth and Thomas J. Colligan, to the Company's Board of Directors, effective immediately. The appointment of these directors increases Central's Board from seven to nine directors.

John Ranelli, President & CEO of Central, said, "We are pleased to welcome George and Tom to Central, each of whom brings strong global financial, operations and marketing expertise to our Board. George has a proven track record of delivering profitable growth at Clorox, and Tom has a strong financial background and significant experience with complex, global transactions. These attributes will be invaluable to Central and meaningfully strengthen our Board. We look forward to their contributions as we continue to position Central for long-term revenue growth and seek to enhance shareholder value."

Mr. Roeth, age 53, is a 27-year veteran of The Clorox Company, where he held various leadership positions of increasing responsibility and delivered profitable results in challenging and highly competitive business environments. Most recently, from 2013 to 2014, Mr. Roeth served as Chief Operating Officer and Executive Vice President, where he helped successfully lead the execution of the Company's strategic plan and simultaneously drove global sales, lowered costs and improved customer satisfaction. Previously, Mr. Roeth served as Senior Vice President and General Manager, during which time he was also Chairman of the Board for the Clorox and Procter & Gamble Joint Venture, representing over \$1 billion in sales and a unique partnership between two direct competitors. Prior to that, Mr. Roeth served in several senior-level marketing and operations roles at Clorox, including Vice President and General Manager, Vice President of Growth and Marketing, and Vice President of Brand Development, among others. Mr. Roeth holds a Master's in Business Administration from Northwestern University's Kellogg School of Management and a Bachelor of Science in Business Administration from the University of California at Berkeley.

Mr. Colligan, age 70, served in executive roles for 37 years at PriceWaterhouseCoopers LLP (PwC), including as the firm's Vice Chairman from 2001 to 2004. While at PwC, Mr. Colligan developed a firm-wide strategy for cultivating relationships with PwC's top clients, in addition to serving as lead partner on several complex, high-profile transactions across a number of industries, including consumer products, technology, telecommunications, and pharmaceuticals. After retiring from PwC in 2004, Mr. Colligan worked for two years as managing director at Duke Corporate Education before becoming Vice Dean of Executive Education at the University

of Pennsylvania's Wharton School until 2010. During his time at Wharton, Mr. Colligan established new programs and grew the business by more than 50 percent. Mr. Colligan currently serves on the Boards of The ADT Corporation, and The Targus Corporation, and consults to the Board of Sharp Electronics. He previously served on the boards of CNH Global, Office Depot, Inc., Schering Plough Corporation, Educational Management Corporation, and Anesiva, Inc. Mr. Colligan holds a B.S. in Accounting from Fairleigh Dickinson University and is a Certified Public Accountant and member of the American Institute of Certified Public Accountants.

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 under the PENNINGTON® brand. 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®, BRONCO® and SUPER MASK®. 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.

Central Garden & Pet Company
Steve Zenker, 925-948-3657
VP of Investor Relations & Communications

###