
**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): December 30, 2020

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
(I.R.S. Employer
Identification Number)

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

(925) 948-4000
(Registrant's Telephone Number, including Area Code)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CENT	The NASDAQ Stock Market LLC
Class A Common Stock	CENTA	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On December 30, 2020, Central Garden & Pet Company (the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) to acquire all of the outstanding shares of capital stock of Flora Parent, Inc., a Delaware corporation (“Green Garden”). Pursuant to the Merger Agreement, Genesis MergerCo, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company, would merge with and into Green Garden, with Green Garden surviving as a wholly-owned subsidiary of the Company. The Company’s press release regarding its proposed acquisition of Green Garden is attached as Exhibit 99.1 to this Form 8-K.

Under the terms of the Merger Agreement, the Company will pay a total of \$532 million, subject to certain adjustments.

The consummation of the Company’s acquisition of Green Garden is subject to the receipt of necessary approvals under U.S. antitrust laws and other customary closing conditions. The acquisition is expected to close in the Company’s second fiscal quarter ending March 27, 2021.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which will be filed as an exhibit to the Form 8-K announcing the closing of the acquisition.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 31, 2020.
104	Cover Page Interactive Data File -the cover page iXBRL tags are embedded within the Inline XBRL document.).

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/ George A. Yuhas
George A. Yuhas
General Counsel and Secretary

Dated: December 31, 2020

Central Garden & Pet To Acquire Green Garden

12/31/2020

*Acquisition Builds Further Scale in Garden Segment
with Entry into Attractive Adjacent Category*

WALNUT CREEK, Calif.— Central Garden & Pet (NASDAQ: CENT, CENTA) (“Central”), a market leader in the Garden and Pet industries, announced today that it has signed an agreement to acquire Green Garden Products (“Green Garden”), previously known as Plantation Products, for \$532 million from private equity firm Freeman Spogli & Co and other shareholders. Green Garden, headquartered in Norton, Mass., is a leading provider of vegetable, herb and flower seed packets, seed starters and plant nutrients in North America, shipping over 250 million seed packets annually. The addition of Green Garden’s leading brands will expand the Central portfolio into an attractive adjacent category and strengthen the Company’s relationship with major retailers.

“We are thrilled to welcome Green Garden into the Central Garden & Pet team upon closing,” said Tim Cofer, CEO of Central. “Our new *Central to Home* strategy is focused on building further scale in our two operating segments and meeting consumer and customer needs. Adding Green Garden’s well-known and trusted seed and seed starting brands for vegetables, herbs and flower gardens will expand our portfolio into an attractive adjacent garden category and will strengthen our footprint with key retail customers. Moreover, we expect to leverage our strong merchandising, brand building and digital capabilities to grow sales for both Central and our retail partners.”

Established in 1980, Green Garden currently employs over 180 full-time employees with a deep sense of pride and responsibility to carry on the traditions of its brands many of which were founded in the mid-1800s. The company’s portfolio of well-known and trusted brands includes Ferry-Mors® Home Gardening, Jiffy® Seed Starting, SUPERthrive® Plant Nutrients, Livingston® Seeds, Jiffy Hydro® Hydroponics, McKenzie® Seed, American Seed® and NK Lawn and Garden®. With production and distribution facilities in Ohio, California and Manitoba, Canada, Green Garden distributes more than 3,500 product SKUs to a network of over 70,000 retail locations across the home center, mass merchant, farm and independent, dollar store, and distributor/co-op channels in the United States and Canada as well as through its owned and operated websites.

“We are excited to bring our existing seed and seed starter business to Central Garden & Pet,” said Michael Pietrasiewicz, President and CEO of Green Garden. “Our quest for innovative ideas which leads us to develop new products that help home gardeners and outdoor hobbyists enjoy their passion and be more successful coupled with Central’s expertise in the lawn and garden segment will be key to grow our business further.”

The transaction is expected to close in the second quarter of fiscal 2021, subject to customary closing conditions, including regulatory approval. Central senior management will provide more details on its recent acquisitions at the Company’s first quarter fiscal 2021 earnings call.

William Blair served as financial advisor to Green Garden and Morgan, Lewis & Bockius LLP acted as the legal advisor. Orrick, Herrington & Sutcliffe LLP served as the legal advisor to Central.

About Central Garden & Pet

Central Garden & Pet (NASDAQ: CENT, CENTA) understands that home is central to life and has proudly nurtured happy and healthy homes for over 40 years. With 2020 net sales of \$2.7 billion, Central is on a mission to lead the future of the pet and garden industries. The Company's innovative and trusted products are dedicated to help lawns grow greener, gardens bloom bigger, pets live healthier and communities grow stronger. Central is home to a leading portfolio of more than 65 high-quality brands including Pennington, Nylabone, Kaytee, Amdro and Aqueon, strong manufacturing and distribution capabilities and a passionate, entrepreneurial growth culture. Central Garden & Pet is based in Walnut Creek, California and has over 6,300 employees across North America and Europe. For additional information about Central, please visit the Company's website at www.central.com.

About Green Garden Products

Headquartered in Norton, Massachusetts, Green Garden Products is the leading supplier of seed packets and seed starter products for flower and vegetable gardens in North America, as well as an emerging participant in the specialty soil category. The Company distributes over 3,500 SKUs under the Ferry-Morse, American Seed, Livingston Seed, McKenzie, NK Lawn & Garden, Jiffy, SUPERthrive, Dyna-Gro and Seeds of Change brand names to a network of over 70,000 retail locations across the home center, mass merchant, farm and independent, dollar store, and distributor/co-op channels. The Company provides its retail customers with best-in-class category management services including SKU selection, packaging and displays, in-store merchandising services, and logistical solutions. In addition to its headquarters in Massachusetts, the Company maintains production and distribution facilities in Ohio, California and Manitoba. For additional information about Green Garden Products, please visit the Company's website at www.greengarden.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable securities laws. All statements, other than statements of historical fact, could be deemed forward-looking statements. Statements in this press release concerning Central's business, strategy and focus; our agreement to acquire Green Garden; the ability to build scale in the seed category and add key digital capabilities; and our overall future prospects are forward-looking statements that involve a number of uncertainties and risks. Actual results or events could differ materially from those anticipated in those forward-looking statements as a result of several factors, including, without limitation, our ability to close the acquisition in a timely basis or at all, our ability to integrate the acquired company, potential benefits of the transaction to

Central and our customers, and other factors listed in our annual report on Form 10-K filed with the Securities and Exchange Commission. All statements made in this press release are made only as of the date of this press release. Central undertakes no obligation to update the information in this press release in the event facts or circumstances subsequently change after the date of this press release.

Investor Relations Contact

Friederike Edelmann
(925) 412-6726
fedelmann@central.com

Media Relations Contact

Liz Nunan
(925) 878-9465
lnunan@central.com