
**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 11, 2024

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

On December 11, 2024, Central Garden & Pet Company (the “Company”) appointed Randal D. Lewis to the Company’s Board of Directors effective December 11, 2024. Mr. Lewis has not yet been appointed to any board committees. There are no arrangements or understanding between Mr. Lewis and any other persons pursuant to which he was selected as a director, and there are no transactions reportable under Item 404(a) of Regulation S-K in which Mr. Lewis has a direct or indirect material interest. He will be entitled to receive the standard cash and equity compensation paid to all directors as described in the Company’s most recent proxy statement.

Item 8.01. Other Events.

On December 11, 2024, the Company’s Board of Directors approved a \$100 million increase in the Company’s authorization to repurchase shares of its common stock. Following this increase, as of December 11, 2024, the total repurchase authorization will be approximately \$130 million of the Company’s outstanding common stock. Repurchases may be effected from time to time on the open market or in privately negotiated transactions, or in such other manner as determined by the Company including through plans complying with Rule 10b5-1 under the Exchange Act, based on a variety of factors such as price, corporate requirements, and overall market conditions. There can be no assurance as to the number of shares the Company will purchase, if any. The share repurchase program may be increased or otherwise modified, renewed, suspended, or terminated by the Company at any time, without prior notice. The share repurchase program does not have an expiration date.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press release dated December 16, 2024 announcing appointment of new director
Exhibit 99.2	Press release dated December 16, 2024 announcing increase in stock repurchase authorization
Exhibit 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

Date: December 16, 2024

By: /s/ Joyce M. McCarthy
Joyce M. McCarthy
General Counsel and Secretary

Central Garden & Pet Announces Randal D. Lewis as New Director*Randal D. Lewis Brings Decades of Experience in Consumer Products*

WALNUT CREEK, Calif.— Central Garden & Pet Company (NASDAQ: CENT), (NASDAQ: CENTA), a market leader in the pet and garden industries, today announced that it has appointed Randal D. Lewis to its Board of Directors, effective December 11, 2024.

Mr. Lewis brings to Central more than 34 years of experience in the consumer products industry, including 17 years at Spectrum Brands Holdings, Inc. (“Spectrum”). Most recently he served as Spectrum’s Executive Vice President and Chief Operating Officer, with direct responsibility for all of its operating divisions, through December 2022. Prior to that role, Mr. Lewis was President of Spectrum’s Global Consumer Division, which included its Global Auto Care, Global Pet Care and Home & Garden business units. Previously he served as President of Spectrum’s Pet, Home & Garden business units. Mr. Lewis’ earlier roles at Spectrum included Senior Vice President and General Manager of its Home & Garden business and Vice President, Home & Garden Manufacturing. Prior to joining Spectrum, he held various roles of increasing responsibility with the former United Industries Corporation, now owned by Spectrum, from 1997 until 2005, and with Unilever from 1989 until 1997.

“On behalf of the Board, I am pleased to welcome Randy Lewis as a new director. Randy has deep and broad experience as an operational leader in our two industries, pet and garden. His invaluable perspective will enhance our ability to serve clients, expand into new markets and fuel our next phase of growth,” said Bill Brown, Chairman of the Board of Directors of Central Garden & Pet. “The Board and I look forward to working with Randy and to his active participation as a director.”

Mr. Lewis earned a Bachelor of Science degree in mechanical engineering from the University of Illinois, Urbana-Champaign.

About Central Garden & Pet

Central Garden & Pet Company (NASDAQ: CENT), (NASDAQ: CENTA) understands home is central to life and has proudly nurtured happy and healthy homes for over 40 years. With fiscal 2024 net sales of \$3.2 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 helping 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 Amdro[®], Aqueon[®], Cadet[®], C&S[®], Farnam[®], Ferry-Morse[®], Four Paws[®], Kaytee[®], Nylabone[®] and Pennington[®], strong manufacturing and distribution capabilities, and a passionate, entrepreneurial growth culture. Central is based in Walnut Creek, California, with 6,450 employees primarily across North America. Visit www.central.com to learn more.

Investor & Media Contact

Friederike Edelmann
VP of Investor Relations & Corporate Sustainability
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Central Garden & Pet Announces Increase in Stock Repurchase Authorization

WALNUT CREEK, Calif.—Central Garden & Pet Company (NASDAQ: CENT), (NASDAQ: CENTA), a market leader in the pet and garden industries, today announced that its Board of Directors has increased the authorization under its stock repurchase program. The Board authorized Central to purchase up to an additional \$100 million of its issued and outstanding shares of Common Stock and Class A Common Stock. Following this increase, as of December 11, 2024, the total repurchase authorization will be approximately \$130 million.

Central's Board of Directors has determined that an increase in the current authorization for the future repurchase of issued and outstanding shares of stock would be in the best interests of Central and its stockholders. The Board considers Central's stock to be currently undervalued in the marketplace and believes that having the flexibility to repurchase additional stock should therefore be advantageous to Central and its stockholders by increasing future earnings per share of outstanding stock.

Central's stock repurchase program authorizes the purchase of its issued and outstanding stock through brokers and dealers in the open market, including through Rule 10b5-1 trading plans, and in privately negotiated transactions. The source of funds for the stock repurchases will be from cash on hand and borrowings. The repurchased shares will be retired and returned to the status of authorized but unissued shares.

The timing and actual number of shares repurchased will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. The stock repurchase program does not have an expiration date and may be limited or terminated at any time without prior notice.

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