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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CENTRAL GARDEN & PET COMPANY**  
(Exact Name of Registrant as Specified in Its Charter)

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

**68-0275553**  
(I.R.S. Employer  
Identification No.)

**1340 Treat Blvd., Suite 600**  
**Walnut Creek, California 94597**  
(Address of Principal Executive Offices)



**Central Garden & Pet Company**  
**2003 Omnibus Equity Incentive Plan**  
**Investment Growth Plan**  
(Full Title of the Plans)

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**Joyce McCarthy**  
**General Counsel & Secretary**  
**Central Garden & Pet Company**  
**1340 Treat Blvd., Suite 600**  
**Walnut Creek, California 94597**  
**(925) 948-4000**  
(Name, Address, including zip code, and Telephone Number, Including Area Code, of Agent for Service)

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*Copies to:*

**Brett Cooper**  
**Orrick, Herrington & Sutcliffe LLP**  
**405 Howard Street**  
**San Francisco, California 94105-2669**  
**(415) 773-5700**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

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## EXPLANATORY NOTE

### REGISTRATION OF ADDITIONAL SHARES

Pursuant to General Instruction E of Form S-8, Central Garden & Pet Company (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 6,250,000 additional shares of the Registrant’s Class A Common Stock, par value \$0.01 per share (the “Common Stock”), that have been reserved for issuance under the Registrant’s 2003 Omnibus Equity Incentive Plan, as amended and restated (the “EIP”), as approved by stockholders at Registrant’s Annual Meeting of Stockholders on February 13, 2012 and as adjusted for the 1-for-4 stock dividend issued on February 8, 2024; and (ii) 2,000,000 additional shares of Class A Common Stock in connection with the Registrant’s Investment Growth Plan (the “Investment Growth Plan,” and together with the EIP, the “Plans”).

These additional shares of Common Stock are securities of the same class as other securities for which an original Registration Statement on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on August 19, 2011 ([File No. 333-176408](#)) with respect to the EIP and the Investment Growth Plan (the “Prior Registration Statement”).

This Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement referenced above, except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference in this Registration Statement the following documents previously filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended September 28, 2024 (File No. 001-33268) filed with the Commission on November 27, 2024;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended December 28, 2024 (File No. 001-33268) filed with the Commission on February 6, 2025;
- (c) The Registrant’s Current Reports on [Form 8-K](#) filed with the Commission on December 16, 2024 and February 18, 2025 (File No. 001-33268) (except for any portion of such reports that are deemed “furnished” rather than “filed”);
- (d) The description of the Registrant’s Class A Common Stock contained in the Registration Statement on [Form 8-A](#) filed with the Commission on January 24, 2007 as supplemented by [Exhibit 4.12](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended September 28, 2019, including any amendment or report filed for the purpose of updating such information; and
- (e) The Investment Growth Plan’s Annual Report on [Form 11-K](#) for the fiscal year ended December 31, 2023 filed with the Commission on June 20, 2024.

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All documents subsequently filed by the Registrant or the Investment Growth Plan with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to specific sections of such statements as set forth therein.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Inapplicable.

**Item 5. Interests of Named Experts and Counsel**

Inapplicable.

**Item 6. Indemnification of Directors and Officers**

Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Law") authorizes a Delaware corporation to indemnify officers, directors, employees and agents of the corporation, in connection with actual or threatened actions, suits or proceedings provided that such officer, director, employee or agent acted in good faith and in a manner such officer reasonably believed to be in or not opposed to the corporation's best interests, and, for criminal proceedings, had no reasonable cause to believe his or her conduct was unlawful. This authority is sufficiently broad to permit indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act.

The Registrant's Fourth Amended and Restated Certificate of Incorporation and By-Laws provide that its directors will not be liable to the Registrant or its stockholders for monetary damages for breaches of fiduciary duty, to the fullest extent permitted by law. This provision is intended to allow the Registrant's directors the benefit of the Delaware Law which provides that directors of Delaware corporations may be relieved of monetary liability for breaches of their fiduciary duty of care except under certain circumstances, including breach of the duty of loyalty, acts or omissions not in good faith or involving intentional misconduct or known violation of law or any transaction from which the director derived an improper personal benefit.

The Registrant has entered into separate indemnification agreements with each of its directors and executive officers, whereby the Registrant agrees, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers, to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain directors' and officers' insurance if available at reasonable terms. The Registrant currently maintains liability insurance for officers and directors.

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**Item 7. Exemption From Registration Claimed**

Inapplicable.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Name</b>
5.1*	<a href="#"><u>Opinion of Orrick, Herrington &amp; Sutcliffe LLP.</u></a>
23.1*	<a href="#"><u>Consent of Orrick, Herrington &amp; Sutcliffe LLP is included in Exhibit 5.1 to this Registration Statement.</u></a>
23.2*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
24.1*	<a href="#"><u>Powers of Attorney included on signature page of this Registration Statement.</u></a>
99.1	<a href="#"><u>2003 Omnibus Equity Incentive Plan</u></a> , as amended and restated effective February 13, 2012 (Incorporated by reference from Exhibit 10.4 to the Company's Annual Report on Form 10-K filed by the Registrant on November 27, 2024).
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Walnut Creek, State of California on the 16<sup>th</sup> day of April 2025.

**CENTRAL GARDEN & PET COMPANY**  
(Registrant)

By: /s/ Nicholas Lahanas

Nicholas Lahanas  
Chief Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nicholas Lahanas and Joyce McCarthy, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8) with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in one or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Niko Lahanas</u> Nicholas Lahanas	Chief Executive Officer and Director (Principal Executive Officer)	April 16, 2025
<u>/s/ Bradley G. Smith</u> Bradley G. Smith	Chief Financial Officer (Principal Financial Officer)	April 16, 2025
<u>/s/ Howard A. Machek</u> Howard A. Machek	Chief Accounting Officer (Principal Accounting Officer)	April 16, 2025

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ William E. Brown</u> William E. Brown	Director	April 16, 2025
<u>/s/ Courtnee Chun</u> Courtnee Chun	Director	April 16, 2025
<u>/s/ Lisa Coleman</u> Lisa Coleman	Director	April 16, 2025
<u>/s/ Brendan P. Dougher</u> Brendan P. Dougher	Director	April 16, 2025
<u>/s/ Randal D. Lewis</u> Randal D. Lewis	Director	April 16, 2025
<u>/s/ Christopher T. Metz</u> Christopher T. Metz	Director	April 16, 2025
<u>/s/ Brooks M. Pennington III</u> Brooks M. Pennington III	Director	April 16, 2025
<u>/s/ John R. Ranelli</u> John R. Ranelli	Director	April 16, 2025
<u>/s/ Mary Beth Springer</u> Mary Beth Springer	Director	April 16, 2025

**Orrick, Herrington & Sutcliffe LLP**

The Orrick Building  
405 Howard Street  
San Francisco, CA 94105-2669

+1-415-773-5700

**orrick.com**

April 16, 2025

Central Garden & Pet Company  
1340 Treat Blvd., Suite 600  
Walnut Creek, California 94597

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Central Garden & Pet Company, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration under the Securities Act of up to 8,250,000 shares of the Company's Class A common Stock, \$0.01 par value per share (the "Shares"), consisting of (a) 6,250,000 Shares issuable pursuant to the Company's 2003 Omnibus Equity Incentive Plan, as amended and restated (the "EIP"), and (b) 2,000,000 Shares issuable pursuant to the Company's Investment Growth Plan (together with the EIP, the "Plans").

As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Fourth Amended and Restated Certificate of Incorporation of the Company, as amended, (ii) the Amended and Restated By-laws of the Company, (iii) the Registration Statement, (iv) the Plans, and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

April 16, 2025  
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The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on FormS-8 of our reports dated November 27, 2024, relating to the financial statements of Central Garden & Pet Company and the effectiveness of Central Garden & Pet Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Central Garden & Pet Company for the fiscal year ended September 28, 2024.

/s/ DELOITTE & TOUCHE LLP

San Francisco, CA  
April 16, 2025

# CALCULATION OF FILING FEE TABLE

## Form S-8 (Form Type)

### CENTRAL GARDEN & PET COMPANY (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.01 par value per share, 2003 Omnibus Equity Incentive Plan	Other	6,250,000 <sup>(2)</sup>	\$31.27 <sup>(4)</sup>	\$195,437,500	0.00015310	\$29,922
Equity	Class A Common Stock, \$0.01 par value per share, Investment Growth Plan	Other	2,000,000 <sup>(3)</sup>	\$31.27 <sup>(4)</sup>	\$62,540,000	0.00015310	\$9,575
Total Offering Amounts				—	\$257,977,500	—	\$39,497
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$39,497

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 shall also cover any additional shares of the Class A Common Stock, \$0.01 par value per share (the “Common Stock”) of Central Garden & Pet Company (the “Registrant”) that become issuable under the Registrant’s 2003 Omnibus Equity Incentive Plan, as amended and restated (the “EIP”) and the Registrant’s Investment Growth Plan, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered and sold pursuant to the Investment Growth Plan.
- (2) Represents 6,250,000 additional shares of Class A Common Stock that were added to the shares available for issuance under the EIP.
- (3) Represents 2,000,000 additional shares of Class A Common Stock that were added to the shares available for issuance under the Investment Growth Plan.
- (4) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$31.27 per share, which is the average of the high and low selling prices per share of the Registrant’s Common Stock on April 10, 2025, as reported on the Nasdaq Global Select Market.