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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>Hanson John Edward</u><br>_____<br>(Last) (First) (Middle)<br>1340 TREAT BLVD<br>SUITE 600<br>_____<br>(Street)<br>WALNUT CREEK CA 94597-7578<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CENTRAL GARDEN &amp; PET CO [ CENT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>President Pet Consumer Product</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/12/2024</u>                      |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>02/13/2024</u>              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                    |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |   |
| Class A Common Stock            | 02/12/2024                           |  | M <sup>(1)</sup>               |   | 6,580   | A          | \$22.8 <sup>(2)</sup> | 52,404  | D  |   |
| Class A Common Stock            | 02/12/2024                           |  | F <sup>(3)</sup>               |   | 5,043   | D          | \$37.09               | 47,361  | D  |   |
| Class A Common Stock            | 02/13/2024                           |  | S                              |   | 5,321   | A          | \$37.1901             | 42,040  | D  |   |
| Units                           |                                      |  |                                |   |   |            |                       | 1,916.81  | I  | By 401(k) Plan <sup>(4)</sup>                         |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)                  | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option (Right to Buy)                | \$22.8 <sup>(5)</sup>                                  | 02/12/2024                           |  | M                              |   |  | 6,580 <sup>(5)</sup> | <sup>(6)</sup>   | 02/10/2026      | Class A Common Stock <sup>(5)</sup>   | \$0  | 3,947  | D   |  |

**Explanation of Responses:**

- The purpose of this amendment to the Form 4 filed on February 13, 2024 with the U.S. Securities and Exchange Commission is to correct the source of Reporting Owner's disposal of Class A Common Stock. Class A Common Stock was reported as being withheld on February 10, 2024 as the result of withholding tax liability upon vesting of restricted stock. The transaction was in regard to a stock option exercised on February 12, 2024.
- On December 7, 2023, Company declared a stock dividend, payable to all holders on record of Common Stock and Class A Common Stock as of January 8, 2024, of one share of Class A Common Stock for every four shares of Common Stock and Class A Common Stock outstanding. At the same time, pursuant to anti-dilution provisions, an option for 5,264 shares Class A Common Stock on January 8, 2024 became exercisable for 10,527 shares of Class A Common Stock.
- Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales prices on the date of exercise.
- The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- This option was previously reported as an option for 5264 shares of Class A Common Stock at an exercise price of \$28.50 per share, but was adjusted to reflect the stock dividend declared by Company on December 7, 2023. As a result of the stock dividend, the option also entitled the Reporting Person to receive, upon exercise, 10527 shares of Class A Common Stock for no additional consideration.
- Options were granted on February 10, 2020, and all shares are vested and are exercisable.

/s/Filomena Eickstaedt as  
Attorney-in-Fact for John Hanson 02/14/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.