

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 * <u>PENNINGTON BROOKS III</u> (Last) (First) (Middle) <u>1340 TREAT BLVD</u> <u>SUITE 600</u> (Street) <u>WALNUT CREEK</u> <u>CA</u> <u>94597</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CENTRAL GARDEN & PET CO [CENT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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			
Common Stock	02/12/2024		G		240	D	\$42.43 ⁽¹⁾	134,910	D	
Common Stock	02/12/2024		G		119	D	\$42.43 ⁽¹⁾	134,791	D	
Common Stock	02/12/2024		G		953	D	\$42.43 ⁽¹⁾	133,838	D	
Common Stock	02/12/2024		G		240	D	\$42.43 ⁽¹⁾	133,598	D	
Class A Common Stock	02/13/2024		A		3,281 ⁽²⁾	A	\$0	40,743 ⁽³⁾	D	
Class A Common Stock								6,579 ⁽⁴⁾	I	By Spouse ⁽⁵⁾
Class A Common Stock								20,911 ⁽⁶⁾	I	By LLC ⁽⁷⁾
Class A Common Stock								43,750 ⁽⁸⁾	I	By BPCP ⁽⁹⁾
Common Stock								6,938	I	By Spouse ⁽⁵⁾
Common Stock								7,604	I	By LLC ⁽⁷⁾
Units								2,241.088	I	By 401(k) Plan ⁽¹⁰⁾

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					

Explanation of Responses:

1. The range of prices for the shares of Class A Common Stock is from \$41.24 to \$43.62. The Reporting Person undertakes that the Reporting Person will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities gifted at each separate price.

2. Restricted stock award granted under the Company's 2003 Omnibus Equity Incentive Plan, as amended.

3. 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 Common Stock and Class A Common Stock outstanding. As a result, the Reporting Person received 34,522 shares of Class A Common Stock as of February 8, 2024.

4. 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 Common Stock and Class A Common Stock outstanding. As a result, the Reporting Person received 2,703 shares of Class A Common Stock as of February 8, 2024.

5. Mr. Pennington disclaims beneficial ownership of 6,579 shares of the Issuer's Class A Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse.

6. 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 Common Stock and Class A Common Stock outstanding. As a result, the Reporting Person received 5,703 shares of Class A Common Stock as of February 8, 2024.

7. By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of Pennington Management Company II, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

8. 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 Common Stock and Class A Common Stock outstanding. As a result, the Reporting Person received 8,750 shares of Class A Common Stock as of February 8, 2024 .

9. By BPCB Timber Company, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the Managing Member of BPCB Timber Company, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

10. 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.

[/s/Sonny Pennington](#)

** Signature of Reporting Person

[02/14/2024](#)

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.