

CENTRAL GARDEN & PET CO
Form 8-K
February 16, 2016

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) February 9, 2016

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
(IRS Employer

Identification No.)

**1340 Treat Boulevard, Suite 600, Walnut Creek,
California**

94597

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (925) 948-4000

(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))

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

Fiscal 2015 Bonus Determinations

On February 9, 2016, the Compensation Committee of the Board of Directors of Central Garden & Pet Company (the Company) approved cash bonus payments to the Company s named executive officers, except for John R. Ranelli, in respect to fiscal 2015. This bonus compensation information was not included in the Summary Compensation Table included in the Company s Proxy Statement for its 2016 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on December 29, 2015 (the Proxy Statement), because the amount of the bonuses had not been determined at the time of filing the Proxy Statement. In accordance with Item 5.02(f), the table below updates the Bonus and Total columns in the fiscal 2015 summary compensation table for the named executive officers previously set forth in the Proxy Statement. No other amounts have changed. The Company will file an additional Form 8-K once Mr. Ranelli s bonus has been determined.

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (1)(\$) | Option Awards (2)(\$) | All Other Compensation (3)(\$) | Total (\$) |
|---|-------------|------------------------|-----------------------|-------------------------------------|--------------------------------------|---|-----------------------|
| John R. Ranelli | 2015 | 750,612 | (4) | 3,025,220 | | 459,896 | 4,235,728 |
| <i>President and Chief Executive Officer</i> | 2014 | 673,000 | 505,000 | 1,078,157 | | 418,806 | 2,674,963 |
| | 2013 | 414,154(5) | 475,306(6) | 445,000 | 987,501 | 578,022 | 2,899,983 |
| William E. Brown | 2015 | 319,500 | 120,000 | | | 12,808 | 452,308 |
| <i>Chairman</i> | 2014 | 390,000 | 390,000 | | | 11,707 | 791,707 |
| | 2013 | 490,000(7) | | | | 10,813 | 500,813 |
| Michael Reed | 2015 | 446,154 | 360,000 | | 127,500 | 24,337 | 957,991 |
| <i>Executive Vice President</i> | 2014 | 435,962 | 220,000 | 543,006 | | 24,361 | 1,223,329 |
| | 2013 | 425,000 | 212,500(8) | | 87,500 | 21,190 | 746,190 |
| George A. Yuhas | 2015 | 426,154 | 295,000 | | 127,500 | 20,872 | 869,526 |
| <i>General Counsel</i> | 2014 | 417,308 | 188,000 | 142,670 | | 25,074 | 773,052 |
| | 2013 | 404,615 | 165,000(8) | | 87,500 | 25,731 | 682,846 |
| David N. Chichester | 2015 | 42,308 | 35,000 | 20,006 | 63,797 | 71,500 | 232,611 |
| <i>Acting Chief Financial Officer</i> | | | | | | | |
| Lori A. Varlas | 2015 | 461,539 | | | 127,500 | 75,485 | 664,524 |
| <i>Former Senior Vice President and Chief Financial Officer (9)</i> | 2014 | 427,308 | 193,000 | 220,370 | | 25,994 | 866,672 |
| | 2013 | 414,616 | 105,000 | | 87,500 | 26,279 | 633,395 |

- (1) This column represents the grant date fair value in accordance with ASC 718. These amounts do not represent the actual value that may be realized by the named executive officers.
- (2) This column represents the grant date fair value in accordance with ASC 718. Please refer to Note 14, *Stock-Based Compensation*, in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K filed on December 10, 2015 for the relevant assumptions used to determine the compensation cost of our stock option awards. These amounts do not represent the actual value, if any, that may be realized by the named executive officers.
- (3) The components of the *All Other Compensation* column for fiscal 2015 are detailed in the following table:

| Description | Ranelli | Brown | Reed | Yuhas | Chichester | Varlas |
|--|------------|-----------|-----------|-----------|------------|-----------|
| Company matching contribution to 401(k) plan | \$ 2,581 | \$ 2,500 | \$ 3,125 | \$ 2,554 | \$ | \$ 3,887 |
| Medical and life insurance premiums | 10,412 | 10,308 | 10,412 | 6,318 | | 10,713 |
| Car allowance or lease | 12,000 | | 10,800 | 12,000 | | 11,000 |
| Consulting | | | | | | 2,500 |
| Vacation payout upon separation | | | | | | 47,385 |
| Legal expense reimbursement | 189,163 | | | | | |
| Director fees | | | | | 71,500 | |
| Housing allowance | 126,000 | | | | | |
| Tax gross-up payments | 119,740 | | | | | |
| Total | \$ 459,896 | \$ 12,808 | \$ 24,337 | \$ 20,872 | \$ 71,500 | \$ 75,485 |

- (4) Mr. Ranelli's bonus for fiscal 2015 has not yet been determined.
- (5) Mr. Ranelli was appointed Chief Executive Officer in February 2013.
- (6) Reflects bonus for fiscal 2013 settled in fully vested shares of common stock.
- (7) Mr. Brown served as Chief Executive Officer until February 2013. His base salary was reduced from \$675,000 per year to \$390,000 per year to reflect the reduction in his responsibilities subsequent to stepping down as Chief Executive Officer.
- (8) Includes the \$65,000 portion of the bonus for fiscal 2013 settled in fully vested shares of Class A common stock.
- (9) Ms. Varlas served as Senior Vice President and Chief Financial Officer until September 2015.

Principal Financial Officer

Effective February 18, 2016, David N. Chichester will step down as the Company's acting Chief Financial Officer. Mr. Chichester will continue as a director of the Company. John R. Ranelli, the Company's Chief Executive Officer, will assume the role of principal financial officer until a permanent Chief Financial Officer is appointed.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On February 9, 2016, at the Annual Meeting, the following proposals were submitted to the stockholders:

1. The election of nine directors to serve until the 2017 Annual Meeting and until their successors are duly elected and qualified.

2. The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 24, 2016.

For more information about the foregoing proposals, see the Company's proxy statement dated December 29, 2015, the relevant portions of which are incorporated herein by reference. Holders of the Company's Common Stock are entitled to one vote per share and holders of the Company's Class B Stock are entitled to the lesser of ten votes per share or 49% of the total number of votes of Common Stock and Class B Stock which are voted for a director or on a proposal. Holders of the Company's Common Stock and holders of the Company's Class B Stock vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law. The number of votes cast for and withheld/against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

Proposal One:

The following individuals were elected to serve as directors until the Company's next annual meeting and until their respective successors are elected and qualified by the votes set forth in the following table:

| Director Nominee | For | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------------|-------------------------|
| John B. Balousek | 17,350,210 | 58,829 | 1,421,273 |
| William E. Brown | 13,702,442 | 3,706,597 | 1,421,273 |
| David N. Chichester | 13,709,174 | 3,699,865 | 1,421,273 |
| Thomas J. Colligan | 17,350,210 | 58,829 | 1,421,273 |
| Brooks M. Pennington III | 13,803,529 | 3,605,510 | 1,421,273 |
| Alfred A. Piergallini | 17,354,210 | 54,829 | 1,421,273 |
| John R. Ranelli | 13,835,141 | 3,573,898 | 1,421,273 |
| George C. Roeth | 17,350,210 | 58,829 | 1,421,273 |
| Mary Beth Springer | 17,350,210 | 58,829 | 1,421,273 |

Proposal Two:

The appointment of Deloitte & Touché LLP as the Company's independent registered public accounting firm for fiscal year 2015 was ratified, by the votes set forth in the following table:

| For | Against | Abstain | Broker Non-Votes(1) |
|------------|----------------|----------------|----------------------------|
| 20,161,338 | 24,940 | 4,881 | 0 |

- (1) Pursuant to the rules of the New York Stock Exchange, this proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

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. Yugas
George A. Yugas
General Counsel and Secretary

Dated: February 16, 2016