

CENTRAL GARDEN & PET CO  
Form 8-K  
March 08, 2006

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

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**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) March 3, 2006

**Central Garden & Pet Company**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20242**  
(Commission File  
Number)

**68-0275553**  
(IRS Employer  
Identification No.)

**1340 Treat Boulevard, Suite 600, Walnut Creek, California**  
(Address of principal executive offices)

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

**94597**  
(Zip Code)

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(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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 3, 2006, Central Garden & Pet Company (the Company ) entered into an underwriting agreement with Banc of America Securities LLC, as underwriter (the Underwriting Agreement ) pursuant to which the Company agreed to sell 1,975,000 shares of common stock, par value \$0.01 per share, at an initial public offering price per share of \$53.50.

The offering is expected to close on March 8, 2006.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement dated as of March 3, 2006 among Banc of America Securities LLC, as underwriter, and the Company.
- 5.1 Opinion of Orrick, Herrington & Sutcliffe LLP re legality.
- 23 Consent of Independent Registered Public Accounting Firm (refiled to include conformed signature).

**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/ Stuart W. Booth  
Stuart W. Booth  
Executive Vice President and  
Chief Financial Officer

Dated: March 7, 2006

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<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated as of March 3, 2006 among Banc of America Securities LLC, as underwriter, and the Company.
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP re legality.
23	Consent of Independent Registered Public Accounting Firm (refiled to include conformed signature).