

CENTRAL GARDEN & PET CO
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CENTRAL GARDEN & PET COMPANY
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

153527106
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.: 153527106

Page 2 of 10 Pages

1. Names of Reporting Persons.

KENDALL SQUARE CAPITAL, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power 0

6. Shared Voting Power 0

7. Sole Dispositive Power 0

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

IA, HC

CUSIP No.: 153527106

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1. Names of Reporting Persons.

KENDALL SQUARE QP, LP

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	0
Beneficially	7.	Sole Dispositive	0
Owned by Each		Power	
Reporting	8.	Shared Dispositive	0
Person With		Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

PN

CUSIP No.: 153527106

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1. Names of Reporting Persons.

JASON F. HARRIS

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power 0

6. Shared Voting Power 0

7. Sole Dispositive Power 0

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

IN, HC

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Item 1(a). Name of Issuer:

Central Garden & Pet Company (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

1340 Treat Blvd, Suite 600
Walnut Creek, CA 94597

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Kendall Square Capital, LLC (the "General Partner");
- ii) Kendall Square QP, LP (the "QP Fund"); and
- iii) Jason F. Harris ("Mr. Harris").

This Statement relates to Shares (as defined herein) held for the account of each of the QP Fund and Kendall Square Capital LP, a Delaware limited partnership (the "LP Fund"). The General Partner serves as the general partner of each of the QP Fund and the LP Fund. Mr. Harris serves as the managing member of the General Partner.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 235 Montgomery Street, Suite 1010, San Francisco, CA 94104.

Item 2(c). Citizenship:

- i) The General Partner is a Delaware limited liability company;
- ii) The QP Fund is a Delaware limited partnership; and
- iii) Mr. Harris is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share (the "Shares")

Item 2(e). CUSIP Number:

153527106

Item 3.

If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

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Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2013, each of the Reporting Persons may be deemed to be the beneficial owner of 0 Shares.

Item 4(b) Percent of Class:

As of December 31, 2013, each of the Reporting Persons may be deemed the beneficial owner of 0.0% of Shares outstanding.

Item 4(c) Number of Shares as to which such person has:

QP Fund:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition of: 0

(iv) Shared power to dispose or direct the disposition of: 0

General Partner and Mr. Harris:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition of: 0

(iv) Shared power to dispose or direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KENDALL SQUARE CAPITAL, LLC

By: /s/ Jason F. Harris
Name: Jason F. Harris
Title: Managing Member

KENDALL SQUARE QP, LP

By: Kendall Square Capital, LLC, its General Partner

By: /s/ Jason F. Harris
Name: Jason F. Harris
Title: Managing Member

JASON F. HARRIS

/s/ Jason F. Harris

February 14, 2014

EXHIBIT INDEX

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Central Garden & Pet Company dated as of February 14, 2014 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

KENDALL SQUARE CAPITAL, LLC

By: /s/ Jason F. Harris
Name: Jason F. Harris
Title: Managing Member

KENDALL SQUARE QP, LP

By: Kendall Square Capital, LLC, its General Partner

By: /s/ Jason F. Harris
Name: Jason F. Harris
Title: Managing Member

JASON F. HARRIS

/s/ Jason F. Harris

February 14, 2014