

CENTRAL GARDEN & PET CO  
Form 8-K  
March 20, 2007

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant To Section 13 Of 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 15, 2007**

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**Central Garden & Pet Company**

(Exact name of registrant as specified in its charter)

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**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**  
(Address of principal executive offices)

**94597**  
(Zip Code)

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

(Former name or former address if changed since last report)

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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):

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

On March 15, 2007, Central Garden & Pet Company (the Company) entered into Amendment No. 4 ( Amendment No. 4 ) to the Credit Agreement dated February 28, 2006 (the Credit Agreement ) among the Company, Bank of America N.A., CIBC World Markets Corp., CIBC Inc., Canadian Imperial Bank of Commerce and JP Morgan Chase Bank, National Association, as the administrative agent for the other lenders. The Credit Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 2, 2006. Capitalized terms not defined herein have the same meaning as in the Credit Agreement.

Amendment No. 4, among other changes, amended Section 6.15(a) of the Credit Agreement, thereby reducing the Minimum Interest Coverage Ratio, and also amended Section 6.15(b) of the Credit Agreement, thereby increasing the Maximum Leverage Ratio. The foregoing description of Amendment No. 4 does not purport to be complete and is qualified in its entirety by Amendment No. 4, which is attached hereto as Exhibit 10.4.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Amendment No. 1 to Credit Agreement dated as of May 16, 2006.
- 10.2 Amendment No. 2 to Credit Agreement dated as of August 24, 2006.
- 10.3 Amendment No. 3 to Credit Agreement dated as of December 8, 2006.
- 10.4 Amendment No. 4 to Credit Agreement dated as of March 15, 2007.

**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 20, 2007

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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