

CENTRAL GARDEN & PET CO
 Form 424B2
 December 11, 2017
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Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-221935

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities	\$300,000,000	\$ 0(1)

- (1) Pursuant to Rule 415(a)(6), the registrant carried forward these securities which remained unsold under its registration statement on Form S-3 (File No. 333- 333-204881), which was initially filed on June 11, 2015 and became effective on June 25, 2015 (the Prior Registration Statement), to its registration statement on Form S-3 (File No. 333-221935), which was filed and became effective on December 7, 2017. Because the filing fee that was paid with respect to these securities pursuant to the Prior Registration Statement continues to apply, the registrant is not required to pay any additional fee with respect to these securities under Rule 415(a)(6).

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PROSPECTUS SUPPLEMENT

(To prospectus dated December 7, 2017)

\$300,000,000

Central Garden & Pet Company

5.125% Senior Notes due 2028

We are offering \$300,000,000 aggregate principal amount of 5.125% Senior Notes due 2028, which we refer to as the notes. We will pay interest on the notes on February 1 and August 1 of each year, beginning August 1, 2018. The notes will mature on February 1, 2028. We may redeem some or all of the notes at any time on or after January 1, 2023, at redemption prices described in this prospectus supplement, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. We may also redeem up to 35% of the notes using the proceeds of certain equity offerings before January 1, 2021, at a redemption price equal to 105.125% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, at any time prior to January 1, 2023, we may redeem some or all of the notes at a price equal to 100% of the principal amount thereof, plus a make-whole premium plus accrued and unpaid interest, if any, to, but excluding, the redemption date. If we sell certain of our assets and do not reinvest the proceeds or repay senior debt or experience specific kinds of changes of control, we must offer to purchase the notes.

Certain of our existing and future domestic restricted subsidiaries that borrow or guarantee indebtedness under our senior secured revolving credit facility (as defined below) or guarantee our other debt or debt of another guarantor will guarantee the notes. The notes will be our unsecured senior obligations and will rank equally in right of payment to all of our existing and future senior debt, including our existing senior notes (as defined below), and senior in right of payment to all of our future subordinated debt. The note guarantees will rank equally in right of payment with all of our subsidiary guarantors existing and future senior debt, including our existing senior notes, and senior in right of payment to all of our subsidiary guarantors future subordinated debt. The notes and the note guarantees will be effectively subordinated to all of our existing and future secured debt, including obligations under our senior secured revolving credit facility, to the extent of the value of the collateral securing such debt. In addition, the notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries. The notes will be issued only in registered form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Investing in the notes involves risks that are described in the Risk Factors section beginning on page S-12 of this prospectus supplement and page 2 of the accompanying prospectus.

	Per Note	Total
Public offering price (1)	100.000%	\$ 300,000,000
Underwriting discounts and commissions (2)	1.125%	\$ 3,375,000
Proceeds, before expenses, to us (1)	98.875%	\$ 296,625,000

(1) Plus accrued interest from December 14, 2017, if settlement occurs after that date.

(2) We have also elected to pay one of the underwriters an incentive fee of \$375,000. See Underwriting for a description of all underwriting compensation payable in connection with this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about December 14, 2017.

Joint Book-Running Managers

BofA Merrill Lynch

SunTrust Robinson Humphrey

BMO Capital Markets

Co-Managers

Wells Fargo Securities

Credit Suisse

The date of this prospectus supplement is December 7, 2017.

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The notes are being offered for sale only in jurisdictions where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who receive this prospectus supplement and the accompanying

prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or any person to whom it is unlawful to make such offer or solicitation. See Underwriting.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering hereby. You should read this prospectus supplement along with the accompanying prospectus, the documents incorporated by reference herein and therein, as well as any free writing prospectus that is filed, including the term sheet for the notes we are offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Generally, when we refer to this prospectus, we are referring to the prospectus supplement and the accompanying prospectus combined together with all documents incorporated by reference.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus and any related free writing prospectus. Neither we nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer to sell the notes in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus, and any related free writing prospectus, or any other offering materials is accurate as of any date other than the date on the front of each document, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus, any related free writing prospectus or any sale of the notes. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

NON-GAAP FINANCIAL MEASURES

In this prospectus supplement, we use the non-U.S. generally accepted accounting principles (GAAP) financial measures of EBITDA and Adjusted EBITDA. See Summary Summary Historical Consolidated Financial Data. EBITDA and Adjusted EBITDA are not GAAP metrics and have important limitations as analytical tools. You should not consider EBITDA and Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because EBITDA and Adjusted EBITDA exclude some, but not all, items that affect net income and net cash provided by operating activities and are defined differently by different companies in our industries, our definition of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures of other companies. For a reconciliation of EBITDA and Adjusted EBITDA to the most directly comparable GAAP measure and a discussion of our use of EBITDA and Adjusted EBITDA in this prospectus supplement, including the reasons that we believe this information is useful to management and investors, see Summary Summary Historical Consolidated Financial Data.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference, include forward-looking statements. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, projected cost savings, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy and the trends we anticipate in the industries and markets in which we operate and other information that is not historical information. When used in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference, the words estimates, expects, anticipates, projects, plans, intends, believes and variations of such words or similar expressions are

to identify forward-looking statements. All forward-looking statements, including, without limitation, our examination of historical

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operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, beliefs and projections will be realized.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference, are set forth in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference, including the factors described in the section entitled "Risk Factors" herein and in the documents incorporated by reference. If any of these risks or uncertainties materializes, or if any of our underlying assumptions is incorrect, our actual results may differ significantly from the results that we express in, or imply by, any of our forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances, except as required by law. Presently known risk factors include, but are not limited to, the following factors:

seasonality and fluctuations in our operating results and cash flow;

fluctuations in market prices for seeds and grains and other raw materials;

our inability to pass through cost increases in a timely manner;

our dependence upon key executives;

risks associated with new product introductions, including the risk that our new products will not produce sufficient sales to recoup our investment;

fluctuations in energy prices, fuel and related petrochemical costs;

declines in consumer spending during economic downturns;

inflation, deflation and other adverse macro-economic conditions;

supply shortages in pet birds, small animals and fish;

adverse weather conditions;

risks associated with our acquisition strategy;

access to and cost of additional capital;

dependence on a small number of customers for a significant portion of our business;

consolidation trends in the retail industry;

competition in our industries;

potential goodwill or intangible asset impairment;

continuing implementation of an enterprise resource planning information technology system;

our ability to protect our trademarks and other proprietary rights;

potential environmental liabilities;

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risk associated with international sourcing;

litigation and product liability claims;

regulatory issues;

the impact of product recalls;

potential costs and risks associated with actual or anticipated cyber attacks;

the impact of the corporate tax reform being considered by the U.S. Congress and the Trump administration;

the voting power associated with our Class B stock; and

potential dilution from issuance of authorized shares.

Readers should carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"). For information about how to obtain a copy of these reports or other documents that we file with the SEC, see "Where You Can Find More Information."

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MARKET, RANKING AND OTHER DATA

The data included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, regarding markets and ranking, including the size of certain markets and our position and the position of our competitors and products within these markets, are based on both independent industry publications, including The Freedonia Group U.S. Lawn & Garden Consumables Custom Update (2017); The Freedonia Group Landscaping Products in the U.S., 5th Edition (2017); 2017 National Gardening Survey; Packaged Facts U.S. Pet Market Outlook, 2017-2018 May 2017; Packaged Facts Pet Treats and Chews in the U.S., 2nd Edition August 2017; Packaged Facts Durable Dog and Cat Petcare Products in the U.S. December 2016; Packaged Facts Pet Litter, Clean Up, and Odor Products: U.S. Market Trends May 2016; Packaged Facts Pet Medications in the U.S., 5th Edition August 2017; American Pet Products Association (APPA) National Pet Owners Survey 2017-2018; U.S. Census Bureau, and our estimates based on management's knowledge and experience in the markets in which we operate. Our estimates have been based on information provided by customers, suppliers, trade and business organizations and other contacts in the markets in which we operate. While we are not aware of any misstatements regarding our market and ranking data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors in this prospectus supplement. This information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in a survey of market size. As a result, you should be aware that market, ranking and other similar data included in this prospectus supplement or incorporated by reference herein, and estimates and beliefs based on that data, may not be reliable. Neither we nor the underwriters can guarantee the accuracy or completeness of such information contained in or incorporated by reference into this prospectus supplement.

TRADEMARKS, SERVICE MARKS, TRADE NAMES AND COPYRIGHTS

We own or have rights to use trademarks, service marks and trade names in connection with the operation of our business. In addition, our names, logos and website names and addresses are or include our service marks or trademarks. Other trademarks, service marks and trade names appearing in this prospectus supplement are the property of their respective owners. We also own or have the rights to copyrights that protect the content of our products. Solely for convenience, some of the trademarks, service marks, and trade names referred to in this prospectus supplement may be listed without the ®, ©, or symbols, but the absence of such symbols does not indicate the registration state whether or not they are registered. We will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks, trade names and copyrights.

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This summary highlights the information contained elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement, the accompanying prospectus and documents to which we refer you. Except as otherwise required by the context or as to otherwise noted, as used in this prospectus supplement, references to Central, the Company, we, us, our and similar phrases are to Central Garden & Pet Company and its consolidated subsidiaries.

Our Company

Central is a leading innovator, producer and distributor of branded and private label products for the lawn & garden and pet supplies markets in the United States. The total pet food, treats and supplies industry in 2016 was estimated by Packaged Facts and the pet industry to have been approximately \$55.9 billion in annual retail sales. We estimate the annual retail sales of the pet supplies, live animal, and consumables and natural pet food markets in the categories in which we participate to be approximately \$28.0 billion. The total lawn and garden consumables and decorative products industry in the United States is estimated to be approximately \$27.6 billion in annual retail sales, including fertilizer, pesticides, growing media, seeds, mulch, other consumables and decorative products. We estimate the annual retail sales of the lawn and garden consumables and decorative products markets in the categories in which we participate to be approximately \$18.9 billion.

Our pet supplies products include products for dogs and cats, including edible bones, premium healthy edible and non-edible chews, super premium dog and cat food and treats, toys, pet carriers, grooming supplies and other accessories; products for birds, small animals and specialty pets, including food, cages and habitats, toys, chews and related accessories; animal and household health and insect control products; live fish and products for fish, reptiles and other aquarium-based pets, including aquariums, furniture and lighting fixtures, pumps, filters, water conditioners, food and supplements, and information and knowledge resources; and products for horses and livestock. These products are sold under the brands including Adams[®], Aqueo[®], Avoderm[®], Bio Spot Active Care[®], Cadet[®], Farnam[®], Four Paws[®], Kaytee[®], K&H Pet Products[®], Nylabone[®], Pinnacle[®], TFH[®], Zilla[®] as well as a number of other brands including Altosid[®], Comfort Zone[®], Coralife[®], Interpet[®], Kent Marine[®], Pet Select[®], Super Pet[®], and Zodiac[®].

Our lawn and garden supplies products include proprietary and non-proprietary grass seed; wild bird feed, bird feeders, bird houses and other birding accessories; weed, grass and other herbicides, insecticide and pesticide products; fertilizers; and decorative outdoor lifestyle products including pottery, trellises and other wood products. These products are sold under the brands AMDRO[®], Ironite[®], Pennington[®], and Sevin[®], as well as a number of other brand names including Lilly Miller[®], Over-N-Out[®], Smart Seed[®] and The Rebels[®].

Competitive Strengths

We believe we have a number of competitive strengths, which serve as the foundation of our business strategy, including the following:

Market Leadership Positions Built on a Strong Brand Portfolio. We are one of the leaders in the U.S. pet supplies market and in the U.S. consumer lawn and garden supplies market. We have a diversified portfolio of brands, many of which we believe are among the leading brands in their respective U.S.

market categories. The majority of our brands have been marketed and sold for more than 25 years.

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History of Innovative New Products and Customer Service. We continuously seek to introduce new products, both as complementary extensions of existing product lines and as new product categories. Over the last three years, we have received a number of awards for innovation, customer service and marketing.

For innovation in 2017, Central won Wal*Mart's Innovation Award for a private label program. Also in 2017, the Pet segment's Kaytee brand won awards at Global Pet for the LED Run-About Ball, the CritterHome Habitat and the CritterTrail Display; the CritterTrail LED Habitat won the Pet Business Industry Recognition Award; Zilla's Front Opening Terrarium won a Global Pet Award while its Floating Basking Platforms won the Pet Business Editor's Choice and Aqueon won the Pet Product News Editor's Choice Award for QuietFlow LED Pro Filters and Pro Sol Light Fixtures as well as the Pet Retail Brands' Best New Product Award for the Aqueon Betta Puzzle modular enclosure. In 2016, the Pet segment received awards at both Global Pet Expo and Super Zoo in the reptile category for Zilla Turtle Trunk and in the aquatics category for Aqueon NeoGlow aquariums; Aqueon's OptiBright won Pet Product News Editor's Choice award and both Aqueon Jukebox 5 aquarium kit and Herptile Habitat Accessories for Zilla Turtle Trunk won the Pet Business Industry Recognition Award. Also in 2016, we won Best in Show at Global Pet for the small animal category for Kaytee Critter Trail LED.

For customer service in 2017, the Garden segment won several awards from our largest customers, including one of Lowe's highest awards as Seasonal Vendor of the Year; Supplier of the Year in Lawn & Garden at Lowe's in both 2016 and 2017 and Wal*Mart in 2017, as well as Wal*Mart's H3 (Humble, Hustle & Hungry) Award. In 2017, the Pet segment won the Pet Retail Brands Specialty Pet Vendor Partner of the Year for efforts in building strategic relationships and offering the highest level of support and collaboration. Also in 2016, at the Wal*Mart Lawn & Garden Supplier Summit, Central was recognized for both e-commerce and collaboration.

For Marketing in 2017, Central won Summit Creative Awards for its S.L.A.P. Public Service Campaign for Mosquito Awareness and its Bug Free Grains Ad Campaign in the B2B category, as well as numerous American Horse Publications Awards for print, e-newsletter, website and brand multi-media ad campaigns.

Strong Relationships with Retailers. We have developed strong relationships with major and independent retailers, as well as e-commerce retailers, through product innovation, premium brands, broad product offerings, private label programs, proprietary sales and logistics capabilities and a high level of customer service. Major retailers value the efficiency of dealing with suppliers with national scope and strong brands. We believe our ability to meet their unique needs for packaging and point of sale displays provides us with a competitive advantage. Independent retailers value our high level of customer service and broad array of premium branded products. We believe these strengths have assisted us in becoming one of the largest pet supplies vendors to PetSmart, PETCO and Wal*Mart and among the largest lawn and garden supplies vendors to Wal*Mart, Home Depot and Lowe's, as well as a leading supplier to independent pet and garden supplies retailers in the United States.

Favorable Long-Term Industry Characteristics. We believe the U.S. pet supplies market is expected to grow over the long term due to favorable demographic and leisure trends. The key demographics bolstering our markets are the growth rates in the number of millennials who now account for 35% of pet owners and account for more than half of small animal, reptile and saltwater fish owners. According to the 2017-2018 APPA National Pet Owners Survey, the number of U.S.

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pet owners in recent years has reached record highs, with 84.6 million, or 68% of total households owning a pet – an increase of almost five million households in two years.

Sales and Logistics Networks. We are a leading supplier to independent specialty retailers for the pet and lawn and garden supplies markets through our sales and logistics networks. We believe our sales and logistics networks give us a significant competitive advantage over other suppliers. These networks provide us with key access to independent pet specialty retail stores and retail lawn and garden customers that require two-step distribution for our branded products facilitating:

acquisition and maintenance of premium shelf placement;

prompt product replenishment;

customization of retailer programs;

quick responses to changing customer and retailer preferences;

rapid deployment and feedback for new products; and

immediate exposure for new internally developed and acquired brands.

We plan to continue to utilize our team of dedicated sales people and our sales and logistics networks to expand sales of our branded products.

Business Strategy

Our objective is to grow revenues, profits, and cash flow by enhancing our position as one of the leading companies in the U.S. pet supplies and lawn and garden supplies industries. We seek to do so by developing new products, increasing market share, and working in partnership with our customers to grow the categories in which we participate. To achieve our objective, we plan to capitalize on our strengths and favorable industry trends by executing on the following five key strategic pillars to drive our growth:

Accelerate the Growth Momentum of Our Portfolio.

We are managing each business differentially, based on its role and its strategy within our business portfolio. We have assessed the profitability and profit growth potential of each of our businesses. All businesses will have a clear role in the portfolio and a strategy that is consistent with that role. Some of our businesses are managed to optimize topline growth, whereas others should be more focused on reducing costs and maximizing operating income. For example, businesses that have higher margins, higher profit potential and higher growth potential are strategic growth engines for us. We have aligned

our resources and initiatives with these roles for each business.

We are seeking to acquire businesses that are accretive to our growth. Our M&A model is one of our key strengths. Since 1992, we have completed over 50 acquisitions to create a company of approximately \$2.1 billion in sales. We are patient and disciplined value buyers, typically focused on closing manageable-sized opportunities in the garden and pet areas, which can leverage our capabilities and where we can add value through our low-cost manufacturing capabilities, operating synergies, or strong distribution network. We generally prefer to acquire businesses with proven, seasoned management teams, which are committed to stay with the acquired business after closing.

We will exit businesses where we cannot find a path to profitability and have exited two businesses in the past two years. We continually review our businesses to ensure they can meet our expectations and in some cases have implemented strategies to reverse sub-par performance.

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Build on Strong Customer Relationships.

Strong customer relationships have been a key pillar of our company. Our Customer-First mindset entails listening to our customers and being flexible, fast and principled. Partnering with our customers is a key initiative in our efforts to grow both our customers and our revenues and profits. A unique aspect of our business model which is of significant value to many of our customers is that in addition to our branded manufactured products, we also produce private label products and distribute products produced by third-party manufacturers. This enables us to provide a wide variety of products across multiple categories for our customers. We are also expanding our category management capabilities to provide direction fueled by consumer insights and specific customer understanding to grow our retail partners category sales and profits. We are expanding this capability across the Company to make recommendations around merchandising, assortment, pricing and shelving to grow our customers categories.

Increase Innovation Output and Success Rates.

We are seeking to develop more differentiated and more defensible new products; and increasing our overall investment in innovation, consumer insights, and demand creation to an appropriate level for each business. We emphasize having a three-year line-of-sight on our initiatives, enabling us to best fund and allocate our resources to make sure we have the ability to deliver on our innovation goals.

We continuously strive to get a deeper understanding of our consumers, comprehending what products and features they desire and how they make their purchasing decisions. We are making incremental investments in people and dollars to accomplish this goal. Additionally, we are increasing our digital capabilities to better reach consumers making sure we are listening in the right places on the internet and enhancing our search engine optimization and digital marketing communication.

Drive Cost Savings and Productivity Improvements to Fuel Growth.

We believe we have the opportunity to reduce our cost of goods sold and administrative spending by 1% to 2% per year. We expect these cost savings to fund growth levers on our business, which provides us the opportunity to invest more in our business.

We have begun optimizing our supply-chain footprint, improving our operating efficiency with a continuous improvement mindset, and improving coordination by sharing best practices and aligning for scale. While we value being a decentralized company, we believe we have significant opportunities to improve our performance by driving the processes and programs to allow us to align for scale and to facilitate activities to share knowledge and resources.

Attract, Retain and Develop Exceptional Employees.

We have 4,100 employees in approximately 80 locations. People work at Central because they love the categories in which we operate and that creates a passionate and effective group. We also have a strong leadership team representing a mix of successful entrepreneurs and classically trained CPG executives that have delivered favorable growth over the last few years. We place an emphasis on helping our employees develop their skills and focus on succession planning to ensure we can grow sustainably year-after-year.

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Organizational Structure

The chart below is a summary of our organizational structure and illustrates our long-term debt after giving effect to this offering.

- (1) As of September 30, 2017, there were no borrowings outstanding and no letters of credit outstanding under our \$400 million senior secured revolving credit facility. See Description of Certain Indebtedness. Because the borrowing capacity under the senior secured revolving credit facility depends, in part, on the value of assets that fluctuate from time to time, such amount may not reflect actual borrowing capacity.
- (2) Certain of our existing and future domestic restricted subsidiaries that borrow or guarantee indebtedness under our senior secured revolving credit facility or guarantee our other indebtedness or indebtedness of another guarantor will guarantee the notes.
- (3) For the year ended September 30, 2017, our non-guarantor subsidiaries represented approximately 4% of our net sales, less than 1% of our operating income and approximately 1% of our Adjusted EBITDA. As of September 30, 2017, our non-guarantor subsidiaries represented approximately 3% of our total assets and had approximately \$5 million of our total liabilities, including debt and trade payables but excluding intercompany liabilities.

Corporate Information

We were incorporated in Delaware in May 1992 and are the successor to a California corporation that was incorporated in 1955. Our executive offices are located at 1340 Treat Blvd., Suite 600, Walnut Creek, CA 94597, and our telephone number is (925) 948-4000. Our website is www.central.com. The information on, or accessible through, our website is not incorporated by reference in this prospectus supplement.

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THE OFFERING

The summary below describes the principal terms of the notes and is not intended to be complete. Some of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes and the note guarantees.

Issuer	Central Garden & Pet Company
Securities Offered	\$300.0 million aggregate principal amount of 5.125% Senior Notes due 2028.
Maturity Date	February 1, 2028.
Interest Rate	5.125% per year.
Interest Payment Dates	February 1 and August 1, commencing August 1, 2018. Interest will accrue from December 14, 2017.
Optional Redemption	<p>The notes will be redeemable at our option, in whole or in part, at any time on or after January 1, 2023, at the redemption prices set forth in this prospectus supplement, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>At any time prior to January 1, 2021, we may redeem up to 35% of the original aggregate principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 105.125% of the principal amount of the notes, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>At any time prior to January 1, 2023, we may also redeem some or all of the notes at a price equal to 100% of the principal amount of the notes plus a make-whole premium, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>See Description of Notes Redemption.</p>

Change of Control Offer

Upon the occurrence of specific kinds of changes of control, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. See Description of Notes Change of Control.

Asset Sales Offer

If we or any of our restricted subsidiaries sell assets, under certain circumstances, we will be required to use the net proceeds to make an offer to purchase notes at an offer price in cash in an amount equal to 100% of the principal amount of the notes, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. See Description of Notes Certain Covenants Limitation on Asset Sales.

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Guarantees

The notes will be unconditionally guaranteed on a senior unsecured basis by each of our existing and future domestic restricted subsidiaries that borrow or guarantee indebtedness under our senior secured revolving credit facility or guarantee our other indebtedness or indebtedness of another guarantor. If we cannot make payments on the notes when they are due, the guarantors must make them instead. Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of notes. See Description of Notes Guarantees.

For the year ended September 30, 2017, our non-guarantor subsidiaries:

represented approximately 4% of our net sales;

represented less than 1% of our operating income; and

represented approximately 1% of our Adjusted EBITDA.

As of September 30, 2017, our non-guarantor subsidiaries:

represented approximately 3% of our total assets; and

had approximately \$5 million of our total liabilities, including debt and trade payables but excluding intercompany liabilities.

Ranking

The notes and the note guarantees will be our and the subsidiary guarantors unsecured senior obligations. Accordingly, they will:

be effectively subordinated to our and the guarantors existing and future secured debt, including obligations under our senior secured revolving credit facility, to the extent of the value of the collateral securing such debt;

rank equally in right of payment with all our and the guarantors future senior debt, including our existing senior notes;

rank senior in right of payment to any of our and the guarantors existing and future subordinated debt; and

be structurally subordinated to all of the existing and future liabilities (including trade payables) of our subsidiaries that do not guarantee the notes.

As of September 30, 2017, after giving effect to this offering, we would have had \$690.9 million of total indebtedness (including the notes). In addition, as of September 30, 2017, there was approximately \$368.9 million of undrawn availability under our senior secured revolving credit facility, all of which will rank senior to the notes and the note guarantees.

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Because the borrowing capacity under the senior secured revolving credit facility depends, in part, on the value of assets that fluctuate from time to time, the available commitment amount may not reflect actual borrowing capacity.

Covenants

The indenture governing the notes will, among other things, limit our and the ability of our restricted subsidiaries to:

incur additional indebtedness or guarantee indebtedness;

pay dividends or make other distributions or repurchase or redeem our capital stock;

prepay, redeem or repurchase certain debt;

issue certain preferred stock or similar equity securities;

make loans and investments;

sell assets;

incur liens;

enter into transactions with affiliates;

enter into agreements restricting our subsidiaries' ability to pay dividends; and

consolidate, merge or sell all or substantially all of our assets.

These covenants will be subject to a number of important exceptions and qualifications.

If the notes are assigned an investment grade rating from both Standard & Poor's Rating Services and Moody's Investors Service, Inc.,

subject to certain conditions, many of these covenants will be suspended.

For more details, see Description of Notes.

Absence of Public Market for the Notes

The notes are a new issue of securities and there is currently no established trading market for the notes. The underwriters have advised us that they presently intend to make a market in the notes. However, they are not obligated to do so, and any market making may be discontinued without notice. We do not intend to apply for a listing of the notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the notes.

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Use of Proceeds

We intend to use the net proceeds of this offering to finance acquisitions of businesses that our board of directors determines are suitable and in our best interests and for general corporate purposes. We will invest the net proceeds of this offering in short-term government securities, money market funds, or other investment vehicles permitted under our investment policy until suitable acquisitions are identified or funds are invested in our business. See Use of Proceeds.

Risk Factors

Investing in the notes involves substantial risk. In evaluating an investment in the notes, prospective investors should carefully consider, along with the other information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, the specific factors set forth under Risk Factors for risks involved with an investment in the notes.

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The following table contains summary historical financial data derived from our audited consolidated financial statements as of and for the fiscal years ended September 24, 2016 and September 30, 2017, and for the fiscal year ended September 26, 2015, each of which is incorporated by reference into this prospectus supplement from our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, and as of the fiscal year ended September 26, 2015. The summary historical financial data derived from our audited consolidated financial statements as of September 26, 2015 are not included or incorporated by reference into this prospectus supplement. This summary financial data is not necessarily indicative of the results of future operations and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes incorporated by reference into this prospectus supplement.

	Fiscal Year Ended		
	September 26,	September 24,	September 30,
	2015	2016	2017
(in thousands, except ratios)			
Statement of Operations Data:			