

CENTRAL GARDEN & PET CO
 Form 3
 February 21, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Â Schwichtenberg Kay (Last) (First) (Middle) C/O CENTRAL GARDEN & PET COMPANY, Â 1340 TREAT BLVD, SUITE 600 (Street) WALNUT CREEK, Â CA Â 94597 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2017 | 3. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Units | 50.9039 | I | By 401(k) Plan ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | Â (2) | 03/31/2021 | Class A Common Stock | 37,500 | \$ 10.63 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 01/29/2022 | Class A Common Stock | 50,000 | \$ 13.82 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 01/20/2023 | Class A Common Stock | 14,690 | \$ 30.94 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwichtenberg Kay C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BLVD, SUITE 600 WALNUT CREEK, CA 94597 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Kay
Schwichtenberg

02/21/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
 - (2) Options were granted on April 16, 2015, of which 12,500 have vested and been exercised and the remaining 37,500 shares will vest and be exercisable as follows: 12,500 shares on March 31, 2017; 12,500 shares on March 31, 2018; and 12,500 shares on March 31, 2019.
Options were granted on January 29, 2016, of which 12,500 have vested and are exercisable and the remaining 37,500 shares will vest and be exercisable as follows: 12,500 shares on January 29, 2018; 12,500 shares on January 29, 2019; and 12,500 shares on January 29, 2020.
 - (3) and be exercisable as follows: 12,500 shares on January 29, 2018; 12,500 shares on January 29, 2019; and 12,500 shares on January 29, 2020.
 - (4) The options shall vest in four increments of 25% on January 20, 2018, 2019, 2020, and 2021.

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Remarks:

Exhibit 24.1: Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.