

CENTRAL GARDEN & PET CO
Form FWP
November 04, 2015

**Issuer Free Writing Prospectus filed pursuant to Rule 433
supplementing the Preliminary Prospectus Supplement dated November 4, 2015 and the
Prospectus dated June 25, 2015
Registration Statement No. 333-204881
Dated: November 4, 2015**

Central Garden & Pet Company

Pricing Term Sheet

| Issuer: | Central Garden & Pet Company | | | | | | | | | | |
|--------------------------------|---|---------------------|---------------|-------------------|----------|-------------------|----------|-------------------|----------|--|----------|
| Security description: | Senior Notes due 2023 | | | | | | | | | | |
| Aggregate principal amount: | \$400,000,000 | | | | | | | | | | |
| Gross proceeds: | \$400,000,000 | | | | | | | | | | |
| Net proceeds (before expenses) | \$395,000,000 | | | | | | | | | | |
| Maturity date: | November 15, 2023 | | | | | | | | | | |
| Coupon: | 6.125% | | | | | | | | | | |
| Issue price: | 100.000%, plus accrued and unpaid interest from November 9, 2015, if any | | | | | | | | | | |
| Yield to maturity: | 6.125% | | | | | | | | | | |
| Spread to benchmark treasury: | 403 bps | | | | | | | | | | |
| Benchmark treasury: | UST 2.75% due November 15, 2023 | | | | | | | | | | |
| Interest payment dates: | November 15 and May 15, commencing May 15, 2016 | | | | | | | | | | |
| Optional redemption: | Make-whole call at T+50 bps prior to November 15, 2018 On and after November 15, 2018, at the prices set forth below (expressed, as percentages of the principal amount), plus accrued and unpaid interest: | | | | | | | | | | |
| | <table><thead><tr><th>On or after:</th><th>Price:</th></tr></thead><tbody><tr><td>November 15, 2018</td><td>104.594%</td></tr><tr><td>November 15, 2019</td><td>103.063%</td></tr><tr><td>November 15, 2020</td><td>101.531%</td></tr><tr><td></td><td>100.000%</td></tr></tbody></table> | On or after: | Price: | November 15, 2018 | 104.594% | November 15, 2019 | 103.063% | November 15, 2020 | 101.531% | | 100.000% |
| On or after: | Price: | | | | | | | | | | |
| November 15, 2018 | 104.594% | | | | | | | | | | |
| November 15, 2019 | 103.063% | | | | | | | | | | |
| November 15, 2020 | 101.531% | | | | | | | | | | |
| | 100.000% | | | | | | | | | | |

November 15, 2021
and thereafter

| | |
|---|---|
| Optional redemption with equity proceeds: | Prior to November 15, 2018, up to 35% at a redemption price equal to 106.125% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon |
| Change of control: | Putable at 101% of principal plus accrued and unpaid interest |
| Trade date: | November 4, 2015 |
| Settlement: | T+3; November 9, 2015 |
| CUSIP/ISIN: | 153527 AL0 / US153527AL06 |
| Legal format: | SEC registered |
| Denominations/multiple: | \$2,000 and integral multiples of \$1,000 in excess thereof |
| Joint Book-running managers: | J.P. Morgan Securities, LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| Co-managers | SunTrust Robinson Humphrey, Inc. BNP Paribas Securities Corp. U.S. Bancorp Investments, Inc. |

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The issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling J.P. Morgan Securities, LLC at (866) 803-9204, Merrill Lynch, Pierce, Fenner & Smith Incorporated at (800) 294-1322 or SunTrust Robinson Humphrey, Inc. at (404) 439-5343.

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