

CENTRAL GARDEN & PET CO  
Form DEFA14A  
December 30, 2016

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CENTRAL GARDEN & PET COMPANY**

(Name of Registrant as Specified In Its Charter)

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:



**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on February 14, 2017**

***CENTRAL GARDEN & PET COMPANY***

*CENTRAL GARDEN & PET COMPANY*

*1340 TREAT BOULEVARD, STE 600*

*WALNUT CREEK, CA 94597-7578*

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** December 16, 2016

**Date:** February 14, 2017      **Time:** 10:30 AM PST

**Location:** Renaissance ClubSport Hotel

2805 Jones Road

Walnut Creek, CA 94597



You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

- 1. Notice & Proxy Statement
- 2. 2016 Annual Report and Stockholder Letter

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 31, 2017 to facilitate timely delivery.



**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

The form consists of a vertical grey bar on the left side of the page. Below the text, there are three vertical grey bars that act as dividers for a series of horizontal lines. These lines are arranged in a grid-like pattern, with three vertical bars and four horizontal lines, creating a structure that could be used for a table or a list of items.



**Voting items**

**The Board of Directors recommends you vote FOR the following:**

**1. Election of Directors Nominees**

- 01 John B. Balousek      02 William E. Brown      03 Thomas J. Colligan      04 Brooks M. Pennington III      05 Alfred A. Piergallini  
06 John R. Ranelli      07 George C. McBeth      08 Beth Springer      09 Andrew K. Woeber

**The Board of Directors recommends you vote 3 YEARS on the following proposal:**

- 2** To recommend, by non-binding vote, the frequency of executive compensation votes.

**The Board of Directors recommends you vote FOR proposals 3, 4 and 5.**

- 3** To approve an advisory vote on the compensation of the Company's named executive officers as described in the accompanying proxy statement.
- 4** To approve the amendment of the Nonemployee Director Equity Incentive Plan to increase the number of shares of Class A Common Stock authorized for issuance.
- 5** To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending on September 30, 2017.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

