Lynch William Lawrence
Form 4
February 15, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lynch William Lawrence

(Last) (First) (Middle)

1340 TREAT BLVD, SUITE 600

(Street)

WALNUT CREEK, CA 94597-7578

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CENTRAL GARDEN & PET CO [CENT]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								44,643	D	
Units								318.2673	I	By 401(k) Plan (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 27.2	02/13/2019		A		22,285		(2)	02/13/2025	Class A Common Stock	22,285	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch William Lawrence 1340 TREAT BLVD SUITE 600 WALNUT CREEK, CA 94597-7578			Senior Vice President	

Signatures

William Lynch	02/15/2019
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) The options shall vest in four annual increments of 25% beginning on February 13, 2020.

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. ne; FONT-FAMILY: times new roman; FONT-SIZE: 10pt"> 0.5 (0.4) -80.0%

General and administrative(1)	3.8	4.4	(0.6)	-13.6%
Operating expenses (cash)	9.8	10.5	(0.7)	-6.7%
Depreciation, depletion & amortization	13.5	10.4	3.1	29.8%
Share-based compensation(1)	0.5	0.5	—	0%

Certain operating expenses	$23.8	$21.4	$2.4	11.2%

(1) Total general and administrative costs on the Consolidated Statements of Operations include share-based compensation.

17

	Three months ended March 31,			
	2011	2010	Change	Percent Change
Selected Costs ($ per Mcfe):	(in millions, except percentages)			
Lease operating expenses	$0.94	$1.37	$(0.43)	-31.4%
Production and ad valorem taxes	0.44	0.60	(0.16)	-26.7%
Exploration expenses	0.02	0.17	(0.15)	-88.2%
General and administrative(1)	0.89	1.55	(0.66)	-42.6%
Operating expenses (cash)	2.29	3.69	(1.40)	-37.9%
Depreciation, depletion & amortization	3.14	3.66	(0.52)	-14.2%
Share-based compensation(1)	0.12	0.18	(0.06)	-33.3%
Selected costs	$5.55	$7.53	$(1.98)	-26.3%

(1) Total general and administrative costs on the Consolidated Statements of Operations include share-based compensation.

Lease Operating Expenses. Lease operating expenses for the first quarter of 2011 were $4.0 million compared to $3.9 million in the first quarter of 2010, a slight increase resulting from new wells and fields added due to success in our drilling program.

Production and Ad Valorem Tax Expenses. Production and ad valorem tax expenses for the first quarter of 2011 were $1.9 million compared to $1.7 million for the first quarter of 2010, a slight increase due to higher production in the first quarter of 2011 offset in part by lower sales prices.

Depreciation, Depletion and Amortization ("DD&A"). DD&A expense for the first quarter of 2011 was $13.5 million compared to $10.4 million for the first quarter of 2010, an increase due to higher production, offset in part by a lower DD&A rate.

Impairment and Abandonment of Oil and Gas Properties. Non-cash impairment and abandonment of oil and gas properties for the first quarter of 2011 was $5.4 million due to the previously announced impairment of unproved leasehold cost primarily in East Texas.

General and Administrative ("G&A") Expenses. Total G&A expenses were $4.3 million for the first quarter of 2011 compared to $4.9 million for the first quarter of 2010, a decrease of $0.6 million due to lower legal and other professional fees. Included in G&A expense is a non-cash stock expense of $0.5 million and $0.5 million in the first quarters 2011 and 2010, respectively.

Interest Expense. Interest expense was $6.7 million for the first quarter of 2011 compared to $5.4 million for the first quarter of 2010. Total interest expense increased primarily due to the increase in the overall rate on our second lien credit agreement in December 2010. Interest expense capitalized for the first quarters of 2011 and 2010 was approximately $60,000 and zero, respectively.

Other Financing Costs. Other financing costs were comparable at $0.7 million for the first quarters 2011 and 2010. These expenses consist primarily of the amortization of capitalized costs associated with our credit facilities and commitment fees related to the undrawn availability under our revolving credit agreement.

Unrealized Gain on Derivative Instruments. The non-cash unrealized loss on derivative instruments for the first quarter of 2011 was $4.2 million, compared to a non-cash unrealized gain of $5.4 million for the first quarter of 2010. The unrealized gain or loss is the change in the mark-to-market exposure under

18

our commodity price hedging contracts and our interest rate swaps. Unrealized gain or loss will vary period to period, and will be a function of the hedges in place, the strike prices of those hedges and the forward curve pricing of the commodities and interest rates being hedged.

Income Taxes. Our net loss before taxes was $13.1 million for the first quarter of 2011 compared to net income before taxes of $0.6 million in the first quarter of 2010. After adjusting for permanent tax differences, we recorded an income tax benefit of $4.6 million for the first quarter of 2011, compared to income tax expense of $0.3 million for the first quarter of 2010.

Liquidity and Capital Resources

Our primary cash requirements are for capital expenditures, working capital, operating expenses, acquisitions and principal and interest payments on indebtedness. Our primary sources of liquidity are cash generated by operations, net of the realized effect of our hedging agreements, and amounts available to be drawn under our revolving credit facility. To the extent our cash requirements exceed our sources of liquidity, we will be required to fund our cash requirements through other means, such as through debt and equity financing activities or asset monetizations, or the curtailment of capital expenditures.

Liquidity and Cash Flow

Our working capital deficit was $37.7 million as of March 31, 2011, compared to a working capital deficit of $19.8 million as of December 31, 2010. The following table provides the components and changes in working capital as of March 31, 2011 and December 31, 2010.

	March 31, 2011	December 31, 2010	Change
Current assets			
Accounts receivable, net	$15.4	$14.2	$1.2
Prepaid expenses	0.4	0.2	0.2
Derivative instruments	4.1	6.9	-2.8
Deferred tax asset, net	7.3	6.3	1.0
Total current assets	27.2	27.6	(0.4)
Current liabilities			
Accounts payable and accrued liabilities	60.9	43.6	17.3
Asset retirement obligations	0.7	0.7	—
Derivative instruments	3.3	3.1	0.2
Total current liabilities	64.9	47.4	17.5
Working capital (deficit)	$(37.7)	$(19.8)	$(17.9)

The table below summarizes certain measures of liquidity and capital expenditures, as well as our sources of capital from internal and external sources, for the three months ended March 31, 2011 and 2010, respectively.

Financial Measures	Three months ended March 31, 2011	2010
	(in millions)	
Net cash provided by operating activities	$27.3	$7.4
Net cash used in investing activities	(23.2)	(5.3)
Net cash used in financing activities	(4.1)	(2.1)
Cash and cash equivalents	—	—

Net cash provided by operating activities was $27.3 million for the first quarter of 2011 compared to $7.4 million for the first quarter of 2010. During the first quarter of 2011, the net cash provided by operating activities, before changes in working capital, increased to $11.4 million, from $6.8 million for the first quarter of 2010, primarily due to the increase in production.

Net cash used in investing activities consists primarily of capital expenditures on oil and gas drilling projects and leasehold acquisitions.

Net cash used in financing activities, which consists primarily of net borrowings/repayments on our revolving credit agreement, was $4.1 million for the first quarter of 2011 compared to $2.1 million for the first quarter of 2010.

See the Consolidated Statements of Cash Flows for further details.

Capital Resources

We maintain a senior secured revolving credit facility with Wells Fargo Bank, National Association(“Wells Fargo Bank”), as agent, and the lenders party thereto (the “Senior Credit Agreement”) that matures on May 31, 2013. The borrowing base is currently set at $100 million, is based on our current proved crude oil and natural gas reserves, and is subject to semi-annual redeterminations, although our lenders may elect to make one additional unscheduled redetermination between scheduled redetermination dates. The next borrowing base redetermination under our Senior Credit Agreement is scheduled for November 1, 2011. The credit agreement also provides for the issuance of letters-of-credit up to a $5.0 million sub-limit. Although this agreement contains restrictions on our ability to incur debt, we may issue up to $200.0 million in senior unsecured notes.

Advances under our revolving credit agreement are in the form of either base rate loans or LIBOR loans. The interest rate on the base rate loans fluctuates based upon the higher of the lender’s “prime rate” and the Federal Funds rate. The interest rate on the LIBOR loans fluctuates based upon the rate at which Eurodollar deposits in the LIBOR market are quoted for the maturity selected. Pursuant to an amendment to our revolving credit agreement, dated July 31, 2009, the applicable margin was increased from between 1.25% and 2.00% to between 2.75% and 3.50%, for LIBOR loans, and from zero and 0.50% to between 1.50% and 2.00%, for base rate loans. The specific applicable interest margin is determined by, in each case, the percent of the borrowing base utilized at the time of the credit extension. LIBOR loans of one, two, three and six months may be selected. Pursuant to that same amendment, the commitment fee payable on the unused portion of our borrowing base was increased from 0.375% to 0.50%, which fee accrues and is payable quarterly in arrears.

We also maintain a second lien credit agreement dated December 27, 2010 with Barclays Bank Plc, as agent, and the lenders party thereto, including an affiliate of OCM GW Holdings, LLC (“Oaktree Holdings”), our largest stockholder (the “Second Lien Credit Agreement”). The Second Lien Credit

20

Explanation of Responses:

Agreement provided for a term loan, made to us in a single draw, in an aggregate principal amount of $175.0 million and matures on December 27, 2015. As of March 31, 2011, we had a principal amount of $175.0 million outstanding, with a discount of $6.7 million using the estimated market value interest rate at the time of issuance, for a net reported balance of $168.3 million.

Advances under our new second lien credit agreement are in the form of either base rate loans or LIBOR loans. The interest rate on the base rate loans fluctuates based upon the greatest of (i) 4.00% per annum, (ii) the "prime rate", (iii) the Federal Funds Effective Rate plus ½ of 1% and (iv) the LIBOR rate for a one month interest period plus 1.00%. The applicable margin for base rate loans is 8.50%. The interest rate on the LIBOR loans fluctuates based upon the higher of (i) 3.0% per annum and (ii) the LIBOR rate per annum. The applicable margin for LIBOR loans is 9.50%.

Our revolving credit agreement and second lien credit agreement are secured by liens on substantially all of our assets, including the capital stock of our subsidiaries. The liens securing the obligations under our second lien credit agreement are junior to those under our revolving credit agreement. Unpaid interest is payable under our credit agreements as interim borrowings mature and renew.

We utilize commodity price hedge instruments to minimize exposure to declining prices on our natural gas, crude oil and natural gas liquids production. We used a series of swaps, put options and costless collars to accomplish our commodity hedging position. We currently have 5.8 Bcfe of equivalent production hedged for 2011, consisting of 4.5 Bcf of natural gas hedges, 174.3 MBbl of crude oil hedges and 1.9 million gallons of natural gas liquids (propane) hedges, at average floor prices of $5.95/MMBtu, $76.70/Bbl and $1.36/gallon, respectively. We also have 4.9 Bcfe of equivalent production hedged for 2012, consisting of 3.8 Bcf of natural gas hedges and 175.2 MBbl of crude oil hedges at average floor prices of $5.00/MMBTU and $84.79/Bbl, respectively. We utilize interest rate hedge instruments to minimize exposure to increasing interest rates on our variable rate debt. Through May 8, 2011, we constructively fixed the base LIBOR on $150.0 million of our variable rate debt by entering into interest rate swaps at a weighted average swap price of 2.9%.

Future Capital Requirements

Our future natural gas, crude oil and natural gas liquids reserves and production, and therefore our cash flow and results of operations, are highly dependent on our success in efficiently developing and exploiting our current reserves and economically finding or acquiring additional recoverable reserves. We intend to grow our reserves and production by further exploiting our existing property base through drilling opportunities identified in our resource plays in East and South Texas and in our conventional inventory. We expect to focus the majority of our drilling activity over the next several years on continued development of our East Texas, South Texas and Colorado resource plays while we continue the development and exploitation of our core legacy properties in the South Texas and Southeast Texas areas. We anticipate that acquisitions, including those of undeveloped leasehold interests, will continue to play a role in our business strategy as those opportunities arise from time to time. While there are currently no unannounced agreements for the acquisition of any material businesses or assets, such transactions can be effected quickly and could occur at any time.

We believe that our internally generated cash flow, combined with access to our revolving credit agreement, will be sufficient to meet the liquidity requirements necessary to fund our daily operations and planned capital development and to meet our debt service requirements for the next twelve months. Our ability to execute on our growth strategy will be determined, in large part, by our cash flow and the availability of debt and equity capital at that time. Any decision regarding a financing transaction, and our ability to complete such a transaction, will depend on prevailing market conditions and other factors. Our ability to continue to meet our liquidity requirements and execute on our growth strategy can be

21

impacted by economic conditions outside of our control, such as commodity price volatility, which could, among other things, lead to a decline in the borrowing base under our revolving credit agreement in connection with a borrowing base redetermination. In such case, we may be required to seek other sources of capital earlier than anticipated. Restrictions in our credit agreements may impair our ability to access other sources of capital, and access to additional capital may not be available on terms acceptable to us or at all. See Item 1A. "Risk Factors" and Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources" in our Annual Report on Form 10-K for the year ended December 31, 2010.

Recent Accounting Pronouncements

There were no recently issued standards that were applicable to us that have not yet been adopted.

ITEM 4. CONTROLS AND PROCEDURES

Our President and Chief Executive Officer and our Chief Financial Officer have concluded, based on their evaluation as of the end of the period covered by this Form 10-Q, that our disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, are effective to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that our disclosure controls and procedures are effective to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

During the period covered by this report, there has been no change to our internal controls over financial reporting that materially affected, or is reasonably likely to materially affect, these controls.

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect our business, financial condition or future results. The risks described in this report and in our previous filings with the Securities and Exchange Commission are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We withheld the following shares of Crimson common stock from employee stock distributions to satisfy tax withholding obligations related to restricted stock which vested during the first quarter of 2011. These shares may be deemed to be "issuer purchases" of shares that are required to be disclosed pursuant to this item.

Period	Total Number of Shares Purchased (1)	Average price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or Approximate Dollar Value) of Shares That May Be Purchased Under the Plan or Programs
January 1-31, 2011	—	—	—	(1)
February 1-28, 2011	20,814	$4.36	20.814	(1)
March 1-31, 2011	—	—	—	(1)
Total	20,814		20,814	

(1) Shares were withheld from employees to satisfy certain tax withholding obligations due in connection with grants of stock under our 2005 Stock Incentive Plan. The 2005 Stock Incentive Plan provides for the withholding of shares to satisfy tax obligations.

ITEM 6. EXHIBITS

Number	Description
3.1	Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed July 5, 2005)
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Appendix A to the Company's Definitive Information Statement on Schedule 14C filed August 18, 2006)
3.3	Certificate of Designation, Preferences and Rights of Series I Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed October 29, 2010)

23

Explanation of Responses:

Number	Description
3.4	Bylaws of Crimson Exploration Inc. (incorporated by reference to Exhibit 3.7 to the Company's Current Report on Form 8-K filed July 5, 2005)
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 3.7 to the Company's Current Report on Form 8-K filed July 5, 2005)
4.2	Letter Agreement by and among GulfWest Energy Inc., a Texas corporation, GulfWest Oil & Gas Company and the investors listed on the signature page thereof, dated April 22, 2004 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 10, 2004)
4.3	Shareholders Rights Agreement between GulfWest Energy Inc. and OCM GW Holdings, LLC dated February 28, 2005 (incorporated by reference to Exhibit 99(e) of the Schedule 13D, Reg. No. 005-54301, filed on March 10, 2005)
4.4	Omnibus and Release Agreement among GulfWest Energy Inc., OCM GW Holdings, LLC and those signatories set forth on the signature page thereto, dated as of February 28, 2005 (incorporated by reference to Exhibit 99(f) of the Schedule 13D, Reg. No. 005-54301, filed on March 10, 2005)
4.5	Waiver, Consent and First Amendment to the Shareholders Rights Agreement, dated as of December 7, 2009, between Crimson Exploration Inc. and OCM GW Holdings, LLC (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 10, 2009)
4.6	Termination Agreement, dated as of December 7, 2009, between Crimson Exploration Inc. and OCM GW Holdings, LLC (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed December 10, 2009)
*31.1	Certification of Chief Executive Officer pursuant to Exchange Rule13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer pursuant to Exchange Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
**32.1	Certification of Chief Executive Officer pursuant to 18.U.S.C Section 1350 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**32.2	Certification of Chief Financial Officer pursuant to 18.U.S.C Section 1350 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
	*Filed herewith.
	** Furnished herewith

SIGNATURES

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CRIMSON EXPLORATION INC.
(Registrant)

Date:	May 12, 2011	By:	/s/ Allan D. Keel Allan D. Keel President and Chief Executive Officer
Date:	May 12, 2011	By:	/s/ E. Joseph Grady E. Joseph Grady Senior Vice President and Chief Financial Officer

25