

TENNENBAUM CAPITAL PARTNERS LLC

Form SC 13G/A

February 14, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Central Garden & Pet Company

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

153527106

(Cusip Number)

February 14, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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ITEM 1. Name of Issuer:

ITEM 2. Name of Person Filing:

ITEM 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

ITEM 4. Ownership.

ITEM 5. Ownership of Five Percent or Less of a Class.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

ITEM 8. Identification and Classification of Members of the Group.

ITEM 9. Notice of Dissolution of Group.

ITEM 10. Certification.

SIGNATURE

EXHIBIT INDEX

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CUSIP No. 153527106

1. Name of Reporting Person: Tennenbaum Capital Partners, LLC
I.R.S. Identification Nos. of above persons (entities only): 95-4759860

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
0

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11.

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Percent of Class Represented by Amount in Row (9):
0%

12. Type of Reporting Person (See Instructions):
IA, OO

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CUSIP No. 153527106

1. Name of Reporting Person: SVIM/MSMII, LLC
I.R.S. Identification Nos. of above persons (entities only): 52-2263031

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
0

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11.

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Percent of Class Represented by Amount in Row (9):

0%

12. Type of Reporting Person (See Instructions):

OO

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CUSIP No. 153527106

1. Name of Reporting Person: Michael E. Tennenbaum
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
0

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11.

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Percent of Class Represented by Amount in Row (9):

0%

12. Type of Reporting Person (See Instructions):

IN

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CUSIP No. 153527106

1. Name of Reporting Person: Tennenbaum & Co., LLC
I.R.S. Identification Nos. of above persons (entities only): 95-4587347

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
0

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

11.

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Percent of Class Represented by Amount in Row (9):

0%

12. Type of Reporting Person (See Instructions):

OO

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Item 1.

- (a) Name of Issuer:
Central Garden & Pet Company
- (b) Address of Issuer's Principal Executive Offices:
3697 Mt. Diablo Blvd., Suite 310
Lafayette, California 94549

Item 2.

- (a) Name of Person Filing:
This Amendment No. 3 to Statement on Schedule 13G is being filed by Tennenbaum Capital Partners, LLC, a Delaware limited liability company ("TCP"), SVIM/MSMII, LLC, a Delaware limited liability company ("SVIM/MSMII"), Mr. Michael E. Tennenbaum ("Mr. Tennenbaum"), and Tennenbaum & Co., LLC, a Delaware limited liability company ("Tennenbaum LLC"). Tennenbaum LLC is the managing member of TCP and SVIM/MSMII. Mr. Tennenbaum is the managing member of Tennenbaum LLC.
- (b) Address of Principal Business Office or, if none, Residence:
11100 Santa Monica Boulevard, Suite 210
Los Angeles, California 90025
- (c) Citizenship:
TCP is a Delaware limited liability company. SVIM/MSMII is a Delaware limited liability company. Mr. Tennenbaum is a United States citizen. Tennenbaum LLC is a Delaware limited liability company.
- (d) Title of Class of Securities:
Common Stock, par value \$0.01 per share ("Common Stock"), of Central Garden & Pet Company (the "Company").
- (e) CUSIP Number:
153527106.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

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- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

- (a) Amount beneficially owned:
0
- (b) Percent of class:
0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
0

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following *x*. *Instruction:* Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. Not Applicable.

Item 8. Identification and Classification of Members of the Group. Not Applicable.

Item 9. Notice of Dissolution of Group. Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TENNENBAUM CAPITAL PARTNERS, LLC,
a Delaware limited liability company

By: Tennenbaum & Co., LLC
Its: Managing Member

SVIM/MSMII, LLC, a Delaware limited
liability company

By: Tennenbaum & Co., LLC
Its: Managing Member

TENNENBAUM & CO., LLC, a Delaware limited
liability company

Each of the above by:
/s/ MICHAEL E. TENNENBAUM

Name: Michael E. Tennenbaum
Its: Managing Member
Date: February 14, 2003

MICHAEL E. TENNENBAUM
/s/ MICHAEL E. TENNENBAUM

Michael E. Tennenbaum
Date: February 14, 2003

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EXHIBIT INDEX

Exhibit 1: Joint Filing Agreement dated February 1, 2002 (previously filed as an exhibit to the Statement on Schedule 13G).