

CENTRAL GARDEN & PET CO

Form SC 13G/A

February 15, 2017

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

SCHEDULE 13GA

Under the Securities Exchange Act 1934
(Amendment No.5)

CENTRAL GARDEN & PET CO

(Name of Issuer)

COMMON

(Title of Class of Securities)

153527106

(CUSIP Number)

Calendar Year 2016

(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)

1. Names of Reporting Persons
I.R.S. Identification No. of above person

RUTABAGA CAPITAL MANAGEMENT

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I.R.S. Identification No.: 04-3451870

2. Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power

NUMBER OF
SHARES 0
BENEFICIALLY

OWNED BY EACH 6. Shared Voting Power

REPORTING PERSON 0

WITH 7. Sole Dispositive Power

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each
Reporting Person

0

10. Check if the aggregate Amount in Row (9)
Excludes Certain Shares ☐

11. Percent of Class Represented by Amount in Row (9)

0.00%

12. Type of Reporting Person

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IA

Item 1(a). NAME OF ISSUER

CENTRAL GARDEN & PET CO

Item 1(b). ADDRESS OF PRINCIPAL OFFICES

1340 TREAT BOULEVARD SUITE 600
WALNUT CREEK, CA 94597

Item 2(a). NAME OF PERSON FILING

Rutabaga Capital Management

Item 2(b). ADDRESS OF PRINCIPAL OFFICES

64 Broad Street, 3rd Floor, Boston, MA 02109

Item 2(c). Citizenship

MASSACHUSETTS

Item 2(d). TITLE OF CLASS OF SECURITIES

COMMON STOCK

Item 2(e). CUSIP NUMBER

153527106

Item 3. IF THIS STATEMENT IS BEING FILED PURSUANT TO
RULE 13d-1(b), or 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 780);

(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
section 240.13d-1(b)(1)(ii)(E)

(f) ☐ An employee benefit plan or endowment fund in

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accordance with 13d-1(b)(1)(ii)(F);
(g) ☐ A parent holding company or control person in
accordance with 13d-1(b)(1)(ii)(G);
(h) ☐ A savings association as defined in in Section
3(b) of the Federal Deposit Insurance Act (12 U.S.C
1813);
(i) ☐ 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) ☐ Group, in accordance with 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to 13d-1(c), check
this box. ☐

Item 4. OWNERSHIP

Provide the following information regarding the
aggregate number and percentage of the class of
securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.00%

(c) Number of Shares as to which person has:

(i) Sole power to 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

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]

Not Applicable

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Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF
OF ANOTHER PERSON.

Not Applicable

Item 7. IDENTIFIATION AND CLASSIFICATION OF THE
SUBSIDIARY WHICH AQUIRED THE SECURITY BEING
REPORTED ON
BY THE PARENT HOLDING COMPANY.

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF
A 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 above were
not acquired or 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.

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.

Dated: February 15, 2017

Rutabaga Capital Management

By: /s/ Dana Cohen

Dana Cohen, Principal

