

CENTRAL GARDEN & PET CO
Form 424B5
February 26, 2010
Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-161663

CALCULATION OF REGISTRATION FEE

	Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Debt Securities		\$400,000,000	\$28,520

- (1) Calculated in accordance with rule 457(r) under the Securities Act of 1933. Of the total registration fee of \$28,520, Registrant is applying \$15,350 carried over from Registration Statement No. 333-148399 and \$11,601.50 carried over from Registration Statement No. 333-145517.

Table of Contents**Prospectus supplement**

(To prospectus dated September 1, 2009)

Central Garden & Pet Company***\$400,000,000******8.25% Senior Subordinated Notes due 2018******Issue Price: 100%******Interest payable March 1 and September 1***

We are offering \$400 million aggregate principal amount of senior subordinated notes, which we refer to as the notes. The notes will mature on March 1, 2018. We will pay interest on the notes on each March 1 and September 1, beginning September 1, 2010.

We may redeem some or all of the notes at any time on or after March 1, 2014 at the redemption prices set forth under Description of notes Optional redemption. Prior to March 1, 2014, we may redeem the notes at a make-whole premium. In addition, at any time prior to March 1, 2013, we may redeem up to 35% of the notes with proceeds we receive from certain equity offerings at the prices set forth under Description of notes Optional redemption. If we sell certain assets and do not reinvest the proceeds or repay borrowings under our senior credit facilities or if we experience specific kinds of changes in control, we must offer to repurchase the notes.

The notes will be our unsecured senior subordinated obligations and will be subordinated to all of our existing and future senior debt, including our senior secured credit facilities.

The obligations under the notes will be fully and unconditionally guaranteed on a senior subordinated basis by each of our existing and future domestic restricted subsidiaries with certain exceptions. The guarantees will be general unsecured senior subordinated obligations of the guarantors and will be subordinated to all existing and future senior debt of the guarantors.

Investing in the notes involves risks. See Risk factors beginning on page S-10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to public ⁽¹⁾	Underwriting discounts and commissions	Proceeds, before expenses, to Central Garden & Pet Company ⁽¹⁾
Per note	100.000%	2.000%	98.000%
Total	\$ 400,000,000	\$ 8,000,000	\$ 392,000,000

(1) Plus accrued interest, if any, from March 8, 2010.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Edgar Filing: CENTRAL GARDEN & PET CO - Form 424B5

The underwriters expect to deliver the notes on or about March 8, 2010 in book-entry form through The Depository Trust Company for the account of its participants, including Clearstream Banking *société anonyme* and Euroclear Bank S.A./N.V.

Joint book-running managers

J.P. Morgan

Oppenheimer & Co.

Co-managers

SunTrust Robinson Humphrey

February 25, 2010

Deutsche Bank Securities

Table of Contents

Table of contents

Prospectus supplement

<u>About this prospectus supplement</u>	S-ii
<u>Non-GAAP financial measures</u>	S-ii
<u>Forward-looking statements</u>	S-iii
<u>Market ranking and other data</u>	S-iv
<u>Summary</u>	S-1
<u>The offering</u>	S-5
<u>Summary historical consolidated financial data</u>	S-8
<u>Risk factors</u>	S-10
<u>Use of proceeds</u>	S-21
<u>Capitalization</u>	S-22
<u>Selected historical financial data</u>	S-23
<u>Management's discussion and analysis of financial condition and results of operations</u>	S-25
<u>Business</u>	S-46
<u>Management</u>	S-58
<u>Certain transactions</u>	S-59
<u>Principal stockholders</u>	S-60
<u>Description of certain indebtedness</u>	S-62
<u>Description of notes</u>	S-63
<u>Book-entry, delivery and form</u>	S-116
<u>Certain ERISA considerations</u>	S-120
<u>U.S. federal income tax consequences</u>	S-122
<u>Underwriting</u>	S-128
<u>Legal matters</u>	S-131
<u>Independent registered public accountants</u>	S-131
<u>Where you can find more information</u>	S-131
<u>Incorporation of certain documents by reference</u>	S-132
<u>Index to consolidated financial statements</u>	F-1

Prospectus

<u>Central Garden & Pet Company</u>	1
<u>About this prospectus</u>	1
<u>Subsidiary guarantors</u>	1

<u>Risk factors</u>	2
<u>Forward-looking statements</u>	2
<u>Ratio of earnings to fixed charges</u>	4
<u>Use of proceeds</u>	4
<u>Description of securities</u>	5
<u>Description of debt securities</u>	5
<u>Description of capital stock</u>	20
<u>Description of the warrants</u>	23
<u>Plan of distribution</u>	24
<u>Validity of the securities</u>	25
<u>Experts</u>	25
<u>Where you can find more information</u>	26
<u>Certain documents incorporated by reference</u>	26

Table of Contents

About this prospectus supplement

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering hereby. You should read this prospectus supplement along with the accompanying prospectus, the documents incorporated by reference herein and therein, as well as any free writing prospectus that is filed, including the term sheet for the notes we are offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Non-GAAP financial measures

In this prospectus supplement, we use the non-GAAP financial measure of EBITDA. See Summary Summary historical consolidated financial data. EBITDA is not a presentation made in accordance with GAAP and has important limitations as an analytical tool. You should not consider EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because EBITDA excludes some, but not all, items that affect net income and net cash provided by operating activities and is defined differently by different companies in our industries, our definition of EBITDA may not be comparable to similarly titled measures of other companies. For a reconciliation of EBITDA to the most directly comparable GAAP measure, see page S-9.

Table of Contents

Forward-looking statements

This prospectus supplement includes forward-looking statements. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy and the trends we anticipate in the industry and economies in which we operate and other information that is not historical information. When used in this prospectus supplement, the words estimates, expects, anticipates, projects, plans, intends, believes and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, our examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, beliefs and projections will be realized.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this prospectus supplement. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this prospectus supplement are set forth in this prospectus supplement, including the factors described in the section entitled Risk factors. If any of these risks or uncertainties materialize, or if any of our underlying assumptions are incorrect, our actual results may differ significantly from the results that we express in or imply by any of our forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances. Presently known risk factors include, but are not limited to, the following factors:

seasonality and fluctuations in our operating results and cash flow;

fluctuations in market prices for seeds and grains;

declines in consumer spending during economic downturns;

inflation, deflation and other adverse macro-economic conditions;

supply shortages in small animals and pet birds;

adverse weather conditions;

fluctuations in energy prices, fuel and related petrochemical costs;

our ability to refinance our indebtedness on reasonable terms;

future reductions in our debt capacity in the event of a future deterioration in operating results;

access to and cost of additional capital;

dependence on a few customers for a significant portion of our business;

consolidation trends in the retail industry;

uncertainty about new product innovations and marketing programs;

S-iii

Table of Contents

competition in our industries;

risks associated with our acquisition strategy;

dependence upon our key executive officers;

implementation of a new enterprise resource planning information technology system;

potential environmental liabilities;

risk associated with international sourcing; and

litigation and product liability claims.

Market, ranking and other data

The data included in this prospectus supplement regarding markets and ranking, including the size of certain markets and our position and the position of our competitors and products within these markets, are based on both independent industry publications, including Packaged Facts, Lawn & Garden Products in the U.S. 2009; Mintel, Lawn & Garden Products & Services 2007; Packaged Facts, Pet Supplies in the U.S. 2007 and Pet Food in the U.S. 2006; Mintel, Pet Food and Supplies 2007; American Pet Products Association (APPA) National Pet Owners Survey 2009-2010 and our estimates based on management's knowledge and experience in the markets in which we operate. Our estimates have been based on information provided by customers, suppliers, trade and business organizations and other contacts in the markets in which we operate. We believe these estimates to be accurate as of the date of this prospectus supplement. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in a survey of market size. As a result, you should be aware that market, ranking and other similar data included in this prospectus supplement, and estimates and beliefs based on that data, may not be reliable.

S-iv

Table of Contents

Summary

This summary highlights the information contained elsewhere in this prospectus supplement and the accompanying prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement, the accompanying prospectus and documents to which we refer you. Except as otherwise required by the context or as to otherwise noted, as used in this prospectus supplement, references to Central, the company, we, us, our and similar phrases are to Central Garden & Pet Company and its consolidated subsidiaries.

Our company

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products. We are one of the largest suppliers in the pet and lawn and garden supplies industries in the United States. The total pet industry is estimated to be approximately \$31 billion in annual retail sales. We estimate the annual retail sales of the pet supplies and ultra-premium pet food markets in the categories in which we participate to be approximately \$15 billion. As of 2009, the total lawn and garden industry in the United States is estimated to be approximately \$24 billion in annual retail sales. We estimate the annual retail sales of the lawn and garden supplies markets in the categories in which we participate to be approximately \$6.2 billion.

Our pet supplies products include products for dogs and cats, including edible bones, premium healthy edible and non-edible chews, ultra-premium dog and cat food and treats, leashes, collars, toys, pet carriers, grooming supplies and other accessories; products for birds, small animals and specialty pets, including food, cages and habitats, toys, chews and related accessories; animal and household health and insect control products; products for fish, reptiles and other aquarium-based pets, including aquariums, furniture and lighting fixtures, pumps, filters, water conditioners, food and supplements, and information and knowledge resources; and products for horses and livestock. These products are sold under a number of brand names including AdamsTM, All-Glass Aquarium[®], Altosid[®], Aqueon[®], BioSpot[®], Breeder's Choice[®], Coralife[®], Farnam[®], Four Paws[®], InterpetTM, Kaytee[®], Kent Marine[®], Nylabone[®], Pet Select[®], Pre-Strike[®], Oceanic Systems[®], Super PetTM, TFH[®], Zilla[®] and Zodiac[®].

Our lawn and garden supplies products include proprietary and non-proprietary grass seed; wild bird feed, bird feeders, bird houses and other birding accessories; weed, grass, ant and other herbicide, insecticide and pesticide products; and decorative outdoor lifestyle and lighting products including pottery, trellises and other wood products and holiday lighting. These products are sold under a number of our own brand names, including AMDRO[®], GKI/Bethlehem Lighting[®], GrantTM, Ironite[®], Lilly Miller[®], Matthews Four SeasonsTM, New England Pottery[®], Norcal[®], Pennington[®], Over n Out[®], Smart SeedTM and The Rebels[®], and under licensed brand names, including Sevin[®].

In fiscal 2009, our consolidated net sales were \$1.6 billion, of which our lawn and garden segment, or Garden Products, accounted for approximately \$781 million and our pet segment, or Pet Products, accounted for approximately \$833 million. In fiscal 2009, our income from operations was \$126.0 million, of which Garden Products accounted for \$68.9 million and Pet Products accounted for \$102.2 million, before corporate expenses and eliminations of \$45.1 million. In fiscal 2009, our consolidated EBITDA was \$155.1 million.

Table of Contents

Competitive strengths

We believe we have the following competitive strengths which serve as the foundation of our business strategy:

Market Leadership Positions Built on a Strong Brand Portfolio. We are one of the leaders in the premium branded U.S. pet supplies market and in the U.S. consumer lawn and garden supplies market. We have a diversified portfolio of brands, most of which we believe are among the leading brands in their respective U.S. market categories. The majority of our brands have been marketed and sold for more than 20 years.

Strong Relationships with Retailers. We have developed strong relationships with major and independent retailers through our product innovation, premium brand names, broad product offerings, sales and logistics capabilities and high level of customer service. We believe that major retailers value the efficiency of dealing with suppliers with national scope and strong brands. These strengths have made us one of the largest pet supplies vendors to PETsMART, PETCO and Wal*Mart and among the largest lawn and garden supplies vendors to Wal*Mart, Home Depot and Lowe's. Our ability to service large retailers, to meet their unique needs for packaging and point of sale displays and to offer new innovative products provides us with a competitive advantage. Independent retailers value our high level of customer service and broad array of premium branded products. We are the largest supplier to independent pet supplies retailers in the United States.

Favorable Long-Term Industry Characteristics. The pet and lawn and garden supplies markets in the U.S. have grown and are expected to continue to grow over the long-term due to favorable demographic and leisure trends. The key demographics bolstering our markets are the growth rates in the number of children under 18 and the number of adults over age 55. Households with children tend to own more pets, and adults over 55 are more likely to be empty nesters who keep pets as companions and have more disposable income and leisure time available for both pets and garden activities.

Sales and Logistics Networks. We are a leading supplier to independent specialty retailers for the pet and lawn and garden supplies markets through our sales and logistics networks. We believe our sales and logistics networks give us a significant competitive advantage over other suppliers. These networks provide us with key access to independent pet specialty retail stores and retail lawn and garden customers that require distribution for our and other manufacturers' branded products, facilitating acquisition and maintenance of premium shelf placement, prompt product replenishment, customization of retailer programs, quick responses to changing customer and retailer preferences, rapid deployment and feedback for new products, and immediate exposure for new internally developed and acquired brands. We plan to continue to utilize our team of dedicated sales people and our sales and logistics networks to expand sales of our branded products.

Innovative New Products. We have developed a reputation for introducing innovative and high quality products. We continuously seek to introduce new products at a reasonable cost, both as complementary extensions of existing product lines and as new product categories. We have received approximately 21 industry awards for our new pet products in the last three years.

Table of Contents

Experienced and Incentivized Management Team. Our senior management team has significant experience in the pet and lawn and garden supplies industries. William E. Brown, our Chairman and Chief Executive Officer, has over 25 years of industry experience. Mr. Brown also owns approximately 10% of our outstanding stock and controls approximately 52% of the voting power of our outstanding stock.

Business strategy

Our objective is to increase market share, revenue, cash flow and profitability by enhancing our position as one of the leading companies in the U.S. pet supplies industry and lawn and garden supplies industry. To achieve our objective, we plan to capitalize on our strengths and the favorable industry trends by implementing the following key elements of our business strategy:

Promote Existing Brands. With our broad product assortment, strong brand names, strong sell-through and innovative products and packaging, we believe we can further strengthen our relationships with existing retailers to increase shelf space and sales. We believe that the strength of our major customers provides us with a solid foundation for future growth. We intend to gain market share in the mass market, grocery and specialty pet store channels and add new retailers through marketing and sales personnel dedicated to these channels, as well as our innovative product introductions and packaging. We will continue to focus on using our sales and logistics network to emphasize sales of our higher margin, proprietary brands and to use efficient supply chain capabilities that enable us to provide retailers with high service levels and consistent in-stock positions.

Improve Margins. We believe there are opportunities to improve our gross and operating margins through price increases, increased sales of our higher margin, innovative branded products and cost reductions and leveraging of our existing infrastructure. Since fiscal 2004, we have continued to consolidate our sales and logistics centers, made capital improvements and consolidated some of our manufacturing facilities to reduce costs and improve manufacturing efficiencies. As a result of our initiatives, gross margins have increased from 30.3% in fiscal 2004 to 32.7% in fiscal 2009.

Reduce Our Investment In Working Capital. We believe there are opportunities to continue to reduce our investment in working capital. In fiscal 2009, we reduced inventory, collected receivables more efficiently and managed payables more effectively, and we will continue to focus on these items to further strengthen our balance sheet.

Continue New Product and Packaging Innovation. We will continue to leverage the strength of our leading brand names by introducing innovative new products and packaging, extending existing product lines and entering new product categories. Our new product strategy seeks to capitalize on fulfilling consumer needs, our strong brand names, established customer relationships and history of product innovation. We have also made investments in our corporate sales and marketing infrastructure in the areas of product development, category management and key account sales support.

Pursue Strategic Acquisitions. We plan to continue to make selected strategic acquisitions of branded product companies that complement our existing brands and product offerings. Management has substantial experience in acquiring branded products companies. By

Table of Contents

leveraging our marketing, manufacturing and sales and logistics capabilities, we believe we can increase the sales and improve the operating efficiencies of acquired companies. We look for companies with the potential to have the top one or two brands in their respective categories. The characteristics we seek when evaluating target companies are strong brand names, high quality and innovative product offerings, an experienced management team and a history of organic earnings growth.

Corporate information

We were incorporated in Delaware in June 1992 and are the successor to a California corporation which was incorporated in 1955. Our executive offices are located at 1340 Treat Blvd., Suite 600, Walnut Creek, CA 94597, and our telephone number is (925) 948-4000.

S-4

Table of Contents

The offering

The summary below describes the principal terms of the notes. Some of the terms and conditions described below are subject to important limitations and exceptions. The "Description of notes" section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes.

Issuer	Central Garden & Pet Company
The notes	\$400 million aggregate principal amount of 8.25% Senior Subordinated Notes due 2018.
Maturity	March 1, 2018.
Interest payment dates	Interest is payable on the notes on March 1 and September 1 of each year, beginning on September 1, 2010.
Optional redemption	We may, at our option, redeem all or part of the notes at any time prior to March 1, 2014 at a make-whole price, and at any time on or after March 1, 2014 at fixed redemption prices, plus accrued and unpaid interest, if any, to the date of redemption, as described under "Description of notes" Optional redemption. In addition, prior to March 1, 2013, we may redeem up to 35% of the notes with the proceeds from certain equity offerings at the redemption price listed under "Description of notes" Optional redemption.
Guarantees	The notes will be unconditionally guaranteed on a senior subordinated basis by each of our existing and future domestic restricted subsidiaries with certain exceptions. If we cannot make payments on the notes when they are due, the guarantors must make them instead.
Ranking	The notes and the guarantees will be unsecured senior subordinated obligations. Accordingly, they will rank: <p style="margin-left: 40px;">behind all of our and the guarantors' existing and future senior debt, whether or not secured;</p> <p style="margin-left: 40px;">equally with all our and the guarantors' existing and future unsecured senior subordinated obligations that do not expressly provide that they are subordinated to the notes; and</p> <p style="margin-left: 40px;">ahead of any of our and the guarantors' future debt that expressly provides that it is subordinated to the notes.</p>

On a pro forma basis as of December 26, 2009, the notes and the guarantees would have been subordinated to approximately \$0.5 million of senior debt. In addition, there would have been approximately \$334 million of unused commitments under our senior credit facilities.

Table of Contents

Covenants	<p>The indenture governing the notes will, among other things, limit our and the ability of our subsidiaries to:</p> <p>incur additional indebtedness;</p> <p>pay dividends or distributions on, or redeem or repurchase, capital stock;</p> <p>make investments;</p> <p>engage in transactions with affiliates;</p> <p>incur liens;</p> <p>transfer or sell assets; and</p> <p>consolidate, merge or transfer all or substantially all of our assets.</p>
Change of control	<p>Upon a Change of Control, as that term is defined in the indenture, you will have the right, subject to certain conditions, to require us to repurchase your notes, in whole or in part, at 101% of their principal amount, plus accrued and unpaid interest, to the repurchase date. See Description of notes Change of control.</p>
Asset sales	<p>If we sell certain assets and do not reinvest the proceeds or repay borrowings under our senior credit facilities, you will have the right, subject to certain conditions, to require us to repurchase your notes, in whole or in part, at 100% of their principal amount, plus accrued and unpaid interest, to the repurchase date. See Description of notes Asset sales.</p>
No public market	<p>The notes are a series of securities for which there is currently no established trading market. The underwriters have advised us that they presently intend to make a market in the notes. However, you should be aware that they are not obligated to make a market in the notes and may discontinue their market-making activities at any time without notice. As a result, a liquid market for the notes may not be available if you try to sell your notes. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system.</p>
Use of proceeds	<p>We will use the net proceeds of this offering, together with available cash, to purchase our outstanding 9 1/8% senior subordinated notes due 2013 that are tendered by holders and accepted by us pursuant to a tender offer we are currently conducting, including the payment of accrued interest, pay in full the outstanding indebtedness under our senior term loan and pay related fees and expenses. Proceeds necessary to pay the redemption price of our outstanding senior subordinated notes not tendered in the tender offer (principal and premium) and interest on such notes will be irrevocably deposited with the trustee for our outstanding senior subordinated notes following the expiration date of the tender offer. See Use of proceeds.</p>

Table of Contents

Form	The notes will be represented by registered global securities registered in the name of Cede & Co., the nominee of the depository, The Depository Trust Company, or DTC. Beneficial interests in the notes will be shown on, and transfers will be effected through, records maintained by DTC and its participants.
Risk factors	See Risk factors beginning on page S-10 of this prospectus supplement for important information regarding us and an investment in the notes.

Table of Contents

Summary historical consolidated financial data

The following table contains summary historical financial data derived from our audited consolidated financial statements as of and for the fiscal years ended September 29, 2007, September 27, 2008 and September 26, 2009 and as of and for the three months ended December 27, 2008 and December 26, 2009. This summary financial data is not necessarily indicative of the results of future operations and should be read in conjunction with Management's discussion and analysis of financial condition and results of operations, and our consolidated financial statements and related notes contained elsewhere in this prospectus supplement.

OUR 2005 EQUITY INCENTIVE PLAN, AS AMENDED

(PROPOSAL NO. 3 ON PROXY CARD)

availability to grant equity awards under the 2005 Plan is critical to our continued success of opening additional restaurants and gradually attaining our strategic goal

l in fiscal 2009 was 80.20%. The 2010 RiskMetrics Group U.S. Proxy Voting Guidelines Summary suggests that companies with a stock price volatility of 54.6% or

However, if an Eligible Director dies or retires from the Board after at least six years of continuous service, any unvested options or other awards held by the Eligible

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

(PROPOSAL NO. 4 ON PROXY CARD)

\$

**STOCK OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

15.36%

14.67%

8.00%

6.85%

6.68%

1.45%

15.62%

*

*

*

*

*

*

*

*

*

*

19.85%

COMPENSATION DISCUSSION AND ANALYSIS

ROLE OF THE COMPENSATION COMMITTEE

Fiscal 2009 Annual Incentive Bonus Plan Target Bonus vs. Actual Payout

**Actual Bonus (as a
% of Target Bonus)**

COMPENSATION COMMITTEE REPORT

COMPENSATION COMMITTEE

39

2009 Summary Compensation Table

12,810⁽⁴⁾
6,984⁽⁵⁾
6,984⁽⁵⁾

12,810⁽⁴⁾
12,984⁽⁶⁾
12,984⁽⁶⁾

9,210⁽⁷⁾
9,756⁽⁷⁾
9,384⁽⁷⁾

12,040⁽⁸⁾

8,232⁽⁹⁾

2009 Grants of Plan-Based Awards

	10.11
	10.11
	10.11
	11.68
	16.75

Outstanding Equity Awards at December 29, 2009

Awards

Stock Awards

3,608
2,105
1,503

**Benefits and
Perquisites
(\$ (3))**

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

SHAREHOLDER PROPOSALS FOR 2010 ANNUAL MEETING

ANNUAL REPORT TO SHAREHOLDERS

OTHER MATTERS

ANNUAL REPORT ON FORM 10-K

BJ S RESTAURANTS, INC.

2005 EQUITY INCENTIVE PLAN

(April 19, 2010 Amendments)

PART I.

PURPOSE, ADMINISTRATION AND RESERVATION OF SHARES

o a termination of service as an Employee, Active Status shall be considered terminated upon such Employee s receipt of notice of termination in whatever form pre

A-2

A-3

A-4

A-5

fy which of the events described in (1) through (6) resulted in the resignation.

A-6

A-7

A-8

n Stock shall, as of the date such shares cease to be subject to such awards, cease to be available for grant and issuance under the Former Plan, but shall be available f

A-9

PART II.

TERMS APPLICABLE TO ALL AWARDS

etermined by the Board or the Committee,

A-10

A-11

A-12

PART III.

SPECIFIC TERMS APPLICABLE TO OPTIONS, STOCK AWARDS AND SARS

A-13

A-14

A-15

A-16

PART IV.

TERM OF PLAN AND SHAREHOLDER APPROVAL

A-17

