

ARBOR REALTY TRUST INC
Form 4
December 30, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAUFMAN IVAN

2. Issuer Name and Ticker or Trading Symbol
ARBOR REALTY TRUST INC
[ABR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
COB, CEO and President

C/O ARBOR REALTY TRUST, INC., 333 EARLE OVINGTON BLVD., STE. 900

(Street)

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

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

UNIONDALE, NY 11553

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	12/29/2016		J ⁽¹⁾	151,970 D	\$ 0 299,600	D	
Common Stock, par value \$0.01 per share					5,349,053	I	By Arbor Commercial Mortgage, LLC

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Common Stock, par value \$0.01 per share	180,000	I	By Ivan and Lisa Kaufman Family Trust
Common Stock, par value \$0.01 per share	3,598	I	By son, Maurice Kaufman
Common Stock, par value \$0.01 per share	1,617	I	By son, Adam Kaufman under Uniform Gift to Minors Act

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFMAN IVAN C/O ARBOR REALTY TRUST, INC.	X	X	COB, CEO and President	

333 EARLE OVINGTON BLVD., STE. 900
UNIONDALE, NY 11553

Signatures

/s/ Ivan
Kaufman

12/30/2016

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).

On December 29, 2016, the reporting person transferred 151,970 shares of the issuer's stock to his spouse. The reporting person disclaims (1) beneficial ownership of these shares, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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. >Shared power to dispose or to direct the disposition of

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

Not applicable.

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 or Control Person

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. Certifications

Not applicable.

4

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.

Date: February 9, 2010

/s/ Gil Shwed

Gil Shwed

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Cash and equivalents at end of period

\$16,711 \$12,591

Supplemental information:

Cash paid for interest

Explanation of Responses:

\$2,998 \$1,001

Cash paid for income taxes, net of refunds

\$(1,063) \$46

Non-cash investing activities:

Capital expenditures incurred but not paid

\$938 \$1,494

See notes to condensed consolidated financial statements.

Explanation of Responses:

Table of Contents

CENTRAL GARDEN & PET COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ended December 28, 2013

(unaudited)

1. Basis of Presentation

The condensed consolidated balance sheets of Central Garden & Pet Company and subsidiaries (the Company or Central) as of December 28, 2013 and December 29, 2012, the condensed consolidated statements of operations for the three months ended December 28, 2013 and December 29, 2012, the condensed consolidated statements of comprehensive income (loss) for the three months ended December 28, 2013 and December 29, 2012 and the condensed consolidated statements of cash flows for the three months ended December 28, 2013 and December 29, 2012 have been prepared by the Company, without audit. In the opinion of management, the interim financial statements include all normal recurring adjustments necessary for a fair statement of the results for the interim periods presented.

For the Company's foreign business in the UK, the local currency is the functional currency. Assets and liabilities are translated using the exchange rate in effect at the balance sheet date. Income and expenses are translated at the average exchange rate for the period. Deferred taxes are not provided on translation gains and losses because the Company expects earnings of its foreign subsidiary to be permanently reinvested. Transaction gains and losses are included in results of operations. See Note 9, Supplemental Equity Information, for further detail.

Due to the seasonal nature of the Company's garden business, the results of operations for the three month period ended December 28, 2013 are not indicative of the operating results that may be expected for the entire fiscal year. These interim financial statements should be read in conjunction with the annual audited financial statements, accounting policies and financial notes thereto, included in the Company's 2013 Annual Report on Form 10-K, which has previously been filed with the Securities and Exchange Commission. The September 28, 2013 balance sheet presented herein was derived from the audited statements.

Noncontrolling Interest

Noncontrolling interest in the Company's condensed consolidated financial statements represents the 20% interest not owned by Central in a consolidated subsidiary. Since the Company controls this subsidiary, its financial statements are consolidated with those of the Company, and the noncontrolling owner's 20% share of the subsidiary's net assets and results of operations is deducted and reported as noncontrolling interest on the consolidated balance sheets and as net income (loss) attributable to noncontrolling interest in the consolidated statements of operations. See Note 9, Supplemental Equity Information, for additional information.

Derivative Instruments

The Company principally uses a combination of purchase orders and various short and long-term supply arrangements in connection with the purchase of raw materials, including certain commodities. The Company also enters into commodity futures, options and swap contracts to reduce the volatility of price fluctuations of corn, which impacts the cost of raw materials. The Company's primary objective when entering into these derivative contracts is to achieve greater certainty with regard to the future price of commodities purchased for use in its supply chain. These derivative

contracts are entered into for periods consistent with the related underlying exposures and do not constitute positions independent of those exposures. The Company does not enter into derivative contracts for speculative purposes and does not use leveraged instruments.

The Company does not perform the assessments required to achieve hedge accounting for commodity derivative positions. Accordingly, the changes in the values of these derivatives are recorded currently in other income (expense) in its condensed consolidated statements of operations. See Note 4, Derivative Instruments, for additional information.

Recent Accounting Pronouncements

Comprehensive Income

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02). This guidance requires entities to disclose, either in the notes to the consolidated financial statements or parenthetically on the face of the statement that reports comprehensive income (loss), items reclassified out of accumulated other comprehensive income (loss) and into net earnings in their entirety and the

Table of Contents

effect of the reclassification on each affected statement of operations line item. In addition, for accumulated other comprehensive income (loss) reclassification items that are not reclassified in their entirety into net earnings, a cross reference to other required accounting standard disclosures is required. This guidance became effective for the Company on September 29, 2013. This new guidance did not have a material impact on the Company's condensed consolidated financial statements.

2. Business Combinations

In December 2012, the Company acquired the remaining majority interest in FourStar Microbial Products, LLC (Four Star Microbial) for approximately \$4.8 million in cash and approximately \$4.2 million of contingent future performance-based payments. The purchase price exceeded the estimated fair value of the tangible and intangible assets acquired by \$3.2 million, which was recorded as goodwill. The operating results of FourStar Microbial had no material impact on the consolidated financial statements. In the future, we expect the acquisition will enhance the Company's capability to service professional providers of mosquito abatement.

The following table summarizes the preliminary recording of the fair values of the assets acquired and liabilities assumed as of the acquisition date:

<i>(In thousands)</i>	Amounts Previously Recognized as of Acquisition Date (1)	Measurement Period Adjustments	Amounts Recognized as of Acquisition Date (as Adjusted)
Current assets, net of cash and cash equivalents acquired	\$ 220	\$ 0	\$ 220
Fixed assets	40	0	40
Goodwill	0	3,243	3,243
Intangible assets	1,144	5,958	7,102
Other long-term assets	5,406	(5,406)	0
Current liabilities	(13)	0	(13)
Current portion of long-term debt	0	0	0
Other long-term liabilities	0	(4,165)	(4,165)
	6,797	(370) ⁽²⁾	6,427
Assets of acquiree recorded prior to purchase of majority interest	(1,962)	370	(1,592)
Net assets acquired, less cash and cash equivalents	\$ 4,835	\$ 0	\$ 4,835

(1) As previously reported in our Form 10-Q for the period ended December 29, 2012.

(2) The Company recognized a loss of approximately \$370 on its prior ownership interest in the acquiree.

During fiscal 2013, the fair value measurements of assets acquired and liabilities assumed of FourStar Microbial as of the acquisition date were refined. This refinement did not have a significant impact on our condensed consolidated

statements of operations, balance sheets or cash flows in any period and, therefore, we have not retrospectively adjusted our financial statements. These fair value assessments were finalized and reflected in our Form 10-K for the year ended September 28, 2013. Financial results for FourStar Microbial have been included in the results of operations within our Pet segment since the date of acquisition.

3. Fair Value Measurements

ASC 820 establishes a single authoritative definition of fair value, a framework for measuring fair value and expands disclosure of fair value measurements. ASC 820 requires financial assets and liabilities to be categorized based on the inputs used to calculate their fair values as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Table of Contents

Level 3 Unobservable inputs for the asset or liability, which reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company's financial instruments include cash and equivalents, short term investments consisting of bank certificates of deposit, accounts receivable and payable, derivative instruments, short-term borrowings, and accrued liabilities. The carrying amount of these instruments approximates fair value because of their short-term nature.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis based upon the level within the fair value hierarchy in which the fair value measurements fall, as of December 28, 2013 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
Certificates of deposit (a)	\$ 0	\$ 14,220	\$ 0	\$ 14,220
Total assets	\$ 0	\$ 14,220	\$ 0	\$ 14,220
Liabilities:				
Liability for contingent consideration (c)	\$ 0	\$ 0	\$ 4,165	\$ 4,165
Total liabilities	\$ 0	\$ 0	\$ 4,165	\$ 4,165

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis based upon the level within the fair value hierarchy in which the fair value measurements fall, as of December 29, 2012:

	Level 1	Level 2	Level 3	Total
Assets:				
Certificates of deposit (a)	\$ 0	\$ 17,820	\$ 0	\$ 17,820
Derivative assets (b)	0	18	0	18
Total assets	\$ 0	\$ 17,838	\$ 0	\$ 17,838
Liabilities:				
Derivative liabilities (b)	\$ 0	\$ 548	\$ 0	\$ 548
Total liabilities	\$ 0	\$ 548	\$ 0	\$ 548

The following table presents our financial assets and liabilities at fair value on a recurring basis based upon the level within the fair value hierarchy in which the fair value measurements fall, as of September 28, 2013:

	Level 1	Level 2	Level 3	Total
Assets:				
Certificates of deposit (a)	\$ 0	\$ 17,820	\$ 0	\$ 17,820
Total assets	\$ 0	\$ 17,820	\$ 0	\$ 17,820
Liabilities:				
Liability for contingent consideration (c)	\$ 0	\$ 0	\$ 4,165	\$ 4,165
Total liabilities	\$ 0	\$ 0	\$ 4,165	\$ 4,165

- (a) The fair value of our time deposits is based on the most recent observable inputs for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable. These are presented as short term investments in our condensed consolidated balance sheets.

Table of Contents

- (b) Derivative assets and liabilities were valued using quoted forward pricing from bank counterparties and are presented as other current assets and liabilities in our condensed consolidated balance sheets.
- (c) The liability for contingent consideration relates to an earn-out for B2E, acquired in December 2012. The fair value of the contingent consideration arrangement is determined based on the Company's evaluation as to the probability and discounted amount of any earn-out that will be achieved based on expected future performance by the acquired entity. This is presented as part of long-term liabilities in our condensed consolidated balance sheets. The following table provides a summary of changes in fair value of our Level 3 financial instruments for the period ended September 28, 2013 and December 28, 2013 (in thousands):

	Amount
Balance as of September 28, 2013	\$ 4,165
Changes in the fair value of contingent performance-based payments established at the time of acquisition	0
Balance as of December 28, 2013	\$ 4,165

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company measures certain non-financial assets and liabilities, including long-lived assets, goodwill and intangible assets, at fair value on a non-recurring basis. Fair value measurements of non-financial assets and non-financial liabilities are used primarily in the impairment analyses of long-lived assets, goodwill and other intangible assets. During the period ended December 28, 2013, the Company was not required to measure any significant non-financial assets and liabilities at fair value.

Fair Value of Other Financial Instruments

The estimated fair value of the Company's \$450.0 million 8.25% senior subordinated notes due 2018 as of December 28, 2013, December 29, 2012 and September 28, 2013, was \$434.3 million, \$481.5 million and \$449.5 million, respectively, compared to a carrying value of \$449.4 million, \$449.3 million and \$449.4 million, respectively. The estimated fair value is based on quoted market prices for these notes, which are Level 1 inputs within the fair value hierarchy.

4. Derivative Instruments

Our operations are exposed to market risks from adverse changes in commodity prices affecting the cost of raw materials. In the normal course of business, these risks are managed through a variety of strategies, including the use of derivatives. The utilization of these financial transactions is governed by policies covering acceptable counterparty exposure, instrument types and other practices. The Company does not enter into derivative contracts for speculative purposes. The Company performs assessments of its counterparty credit risk regularly, including a review of credit ratings and potential nonperformance of the counterparty, and minimizes counterparty concentrations.

Commodity and commodity index futures, swaps and option contracts are used to economically hedge commodity input prices on grains and proteins. These derivative contracts are entered into for periods consistent with the related underlying exposures and do not constitute positions independent of those exposures. Generally, the Company economically hedges a portion of its anticipated consumption of commodity inputs for periods of up to 12 months. As of September 28, 2013 and December 28, 2013, the Company had no outstanding derivative instruments. As of

December 29, 2012, the Company had economically hedged certain portions of its anticipated consumption of commodity inputs using derivative instruments with expiration dates through July 2013.

The Company recognizes all derivative instruments as either assets or liabilities at fair value in the condensed consolidated balance sheets, with the exception of normal purchases and normal sales expected to result in physical delivery. The Company's derivative financial instruments have not been designated as hedging instruments for accounting purposes. The Company recognizes realized and unrealized gains and losses from derivatives used to economically hedge anticipated commodity consumption in other income (expense) on the condensed consolidated statement of operations.

Table of Contents

The following table presents the fair value of all derivative instruments outstanding in the condensed consolidated balance sheets (in thousands):

	December 28, 2013		December 29, 2012		September 28, 2013	
	Other Current Assets	Other Current Liabilities	Other Current Assets	Other Current Liabilities	Other Current Assets	Other Current Liabilities
Derivatives not designated as hedging instruments:						
Commodity contracts	\$ 0	\$ 0	\$ 18	\$ 548	\$ 0	\$ 0
Total derivative instruments	\$ 0	\$ 0	\$ 18	\$ 548	\$ 0	\$ 0

The following table presents the effect of derivative instruments recorded in other income (expense) on the condensed consolidated statements of operations (in thousands):

Derivatives Not Designated as Hedging Instruments	Three Months Ended	
	December 28, 2013	December 29, 2012
Commodity contracts	\$ 0	\$ (805)
Total derivative instruments	\$ 0	\$ (805)

The following table presents the gross contract notional volume of outstanding derivative contracts:

Commodity	Metric	December 28, 2013	December 29, 2012	September 28, 2013
Corn	Bushels	0	1,449,000	0
Soy Meal	Tons	0	3,500	0

Table of Contents**5. Inventories, net**

Inventories, net of allowance for obsolescence, consist of the following (in thousands):

	December 28, 2013	December 29, 2012	September 28, 2013
Raw materials	\$ 120,382	\$ 121,875	\$ 121,695
Work in progress	17,531	17,291	19,856
Finished goods	275,425	246,464	236,322
Supplies	14,101	12,095	14,060
Total inventories, net	\$ 427,439	\$ 397,725	\$ 391,934

6. Goodwill

The Company accounts for goodwill in accordance with ASC 350, Intangibles—Goodwill and Other, and tests goodwill for impairment annually, or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This assessment involves the use of significant accounting judgments and estimates as to future operating results and discount rates. Changes in estimates or use of different assumptions could produce significantly different results. An impairment loss is generally recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit. The Company uses discounted cash flow analysis to estimate the fair value of our reporting units. The Company's goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of its reporting units to the Company's total market capitalization. Based on the Company's annual analysis of goodwill performed during the fourth quarter of fiscal 2013, it concluded the carrying value of the Company's Garden segment goodwill was impaired, resulting in a non-cash goodwill impairment charge of \$7.7 million.

7. Other Intangible Assets

The following table summarizes the components of gross and net acquired intangible assets:

	Gross	Accumulated Amortization (in millions)	Impairment	Net Carrying Value
December 28, 2013				
Marketing-related intangible assets amortizable	\$ 12.5	\$ (9.1)	\$ 0	\$ 3.4
Marketing-related intangible assets nonamortizable	59.6	0	(16.9)	42.7
Total	72.1	(9.1)	(16.9)	46.1
Customer-related intangible assets amortizable	42.8	(18.5)	0	24.3

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Other acquired intangible assets	amortizable	16.6	(8.1)	0	8.5
Other acquired intangible assets	nonamortizable	1.2	0	(1.2)	0
Total		17.8	(8.1)	(1.2)	8.5
Total other intangible assets		\$ 132.7	\$ (35.7)	\$ (18.1)	\$ 78.9

		Gross	Accumulated Amortization (in millions)	Impairment	Net Carrying Value
December 29, 2012					
Marketing-related intangible assets	amortizable	\$ 12.3	\$ (7.7)	\$ 0	\$ 4.6
Marketing-related intangible assets	nonamortizable	59.6	0	(16.9)	42.7
Total		71.9	(7.7)	(16.9)	47.3
Customer-related intangible assets	amortizable	42.7	(16.0)	0	26.7
Other acquired intangible assets	amortizable	10.8	(7.0)	0	3.8
Other acquired intangible assets	nonamortizable	1.2	0	(1.2)	0
Total		12.0	(7.0)	(1.2)	3.8
Total other intangible assets		\$ 126.6	\$ (30.7)	\$ (18.1)	\$ 77.8

Table of Contents

		Gross	Accumulated Amortization (in millions)	Impairment	Net Carrying Value
September 28, 2013					
Marketing-related intangible assets	amortizable	\$ 12.5	\$ (8.9)	\$ 0	\$ 3.6
Marketing-related intangible assets	nonamortizable	59.6	0	(16.9)	42.7
Total		72.1	(8.9)	(16.9)	46.3
Customer-related intangible assets	amortizable	42.8	(17.9)	0	24.9
Other acquired intangible assets	amortizable	16.6	(7.9)	0	8.7
Other acquired intangible assets	nonamortizable	1.2	0	(1.2)	0
Total		17.8	(7.9)	(1.2)	8.7
Total other intangible assets		\$ 132.7	\$ (34.7)	\$ (18.1)	\$ 79.9

Other intangible assets acquired include contract-based and technology-based intangible assets.

As part of its acquisition of the remaining majority interest in FourStar Microbial during the first quarter of fiscal 2013, the Company acquired approximately \$0.1 million of marketing-related intangible assets, \$0.1 million of customer-related intangible assets and \$6.9 million of other intangible assets.

The Company evaluates long-lived assets, including amortizable and indefinite-lived intangible assets, for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company evaluates indefinite-lived intangible assets on an annual basis. In fiscal 2013, the Company tested its indefinite-lived intangible assets and no impairment was indicated. Other factors indicating the carrying value of the Company's amortizable intangible assets may not be recoverable were not present in fiscal 2013 or during the three months ended December 28, 2013, and accordingly, no impairment testing was performed on these assets.

The Company is currently amortizing its acquired intangible assets with definite lives over periods ranging from 1 to 25 years; over weighted average remaining lives of six years for marketing-related intangibles, 15 years for customer-related intangibles and 15 years for other acquired intangibles. Amortization expense for intangibles subject to amortization was approximately \$1.0 million and \$1.1 million for the three months ended December 28, 2013 and December 29, 2012, respectively, and is classified within operating expenses in the condensed consolidated statements of operations. Estimated annual amortization expense related to acquired intangible assets in each of the succeeding five years is estimated to be approximately \$5 million per year from fiscal 2014 through fiscal 2018.

8. Long-Term Debt

Long-term debt consists of the following:

	December 28, 2013	December 29, 2012	September 28, 2013
	(in thousands)		
Senior subordinated notes, net of unamortized discount ⁽¹⁾ , interest at 8.25%, payable semi-annually, principal due March 2018	\$ 449,444	\$ 449,337	\$ 449,417
Asset-based revolving credit facility, interest at LIBOR plus a margin of 1.25% to 1.75%, or Base Rate plus a margin of 0.25% to 0.75%, final maturity December 2018	0	0	0
Revolving credit facility, interest at Alternate Base Rate plus a margin of 0.75% to 1.75%, or LIBOR plus a margin of 1.75% to 2.75%, final maturity June 2016	0	1,000	23,000
Other notes payable	94	418	170
Total	449,538	450,755	472,587
Less current portion	(73)	(309)	(142)
Long-term portion	\$ 449,465	\$ 450,446	\$ 472,445

- (1) Represents unamortized original issue discount of \$556, \$663 and \$583, as of December 28, 2013, December 29, 2012 and September 28, 2013, respectively, which is amortizable until March 2018.

Table of Contents***Asset Backed Loan Facility***

On December 5, 2013, the Company entered into a credit agreement which provides up to a \$390 million principal amount senior secured asset-based revolving credit facility, with up to an additional \$200 million principal amount available with the consent of the Lenders if the Company exercises the accordion feature set forth therein (collectively, the Credit Facility). The Credit Facility matures on December 5, 2018 and replaced the Company's prior revolving credit facility. The Company may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full. As of December 28, 2013, there were no borrowings outstanding under the Credit Facility. There were no letters of credit outstanding under the Credit Facility as of December 28, 2013. There were other letters of credit of \$13.1 million outstanding as of December 28, 2013.

The Credit Facility is subject to a borrowing base, calculated using a formula based upon eligible receivables and inventory, minus certain reserves and subject to restrictions. The borrowing base as of December 28, 2013 was approximately \$302.2 million. Borrowings under the Credit Facility will bear interest at an index based on LIBOR or, at the option of the Company, the Base Rate (defined as the highest of (a) the SunTrust prime rate, (b) the Federal Funds Rate plus 0.5% and (c) one-month LIBOR plus 1.00%), plus, in either case, an applicable margin based on the Company's total outstanding borrowings. Such applicable margin for LIBOR-based borrowings fluctuates between 1.25%-1.75% (and was 1.25% at December 28, 2013) and such applicable margin for Base Rate borrowings fluctuates between 0.25%-0.75% (and was 0.25% at December 28, 2013). As of December 28, 2013, the applicable interest rate related to Base Rate borrowings, had any been outstanding, was 3.5%, and the applicable interest rate related to LIBOR-based borrowings, had any been outstanding, was 1.4%.

The Credit Facility contains customary covenants, including financial covenants which require the Company to maintain a minimum fixed charge coverage ratio of 1.00:1.00 upon reaching certain borrowing levels. The Credit Facility is secured by substantially all assets of the Company. The Company was in compliance with all covenants under the Credit Facility during the period ended December 28, 2013.

The Company incurred approximately \$3.0 million of costs in conjunction with this transaction, which included banking fees and legal expenses. These costs will be amortized over the term of the Credit Facility.

The Company recorded a non-cash charge of \$1.7 million for the period ended December 28, 2013, as part of interest expense, related to the unamortized deferred financing costs under the prior revolving credit facility.

Senior Subordinated Notes

On March 8, 2010, the Company issued \$400 million aggregate principal amount of 8.25% senior subordinated notes due March 1, 2018 (the 2018 Notes). On February 13, 2012, the Company issued an additional \$50 million aggregate principal amount of its 2018 Notes at a price of 98.501%, plus accrued interest from September 1, 2011, in a private placement. The Company used the net proceeds from the offering to pay a portion of the outstanding balance under its prior revolving credit facility.

The estimated fair value of our \$450 million of 2018 Notes as of December 28, 2013 was approximately \$434.3 million. The estimated fair value is based on quoted market prices for these notes.

The 2018 Notes require semiannual interest payments, which commenced on September 1, 2010. The 2018 Notes are unsecured senior subordinated obligations and are subordinated to all of the Company's existing and future senior debt, including the Company's prior revolving credit facility and Credit Facility. The obligations under the 2018 Notes are

fully and unconditionally guaranteed on a senior subordinated basis by each of the Company's existing and future domestic restricted subsidiaries with certain exceptions. The guarantees are general unsecured senior subordinated obligations of the guarantors and are subordinated to all existing and future senior debt of the guarantors.

The Company may redeem some or all of the 2018 Notes at any time prior to March 1, 2014 at the principal amount plus a make whole premium. The Company may redeem some or all of the 2018 Notes at any time on or after March 1, 2014 for 104.125%, after March 1, 2015 for 102.063% and after March 1, 2016 for 100%, plus accrued and unpaid interest. The holders of the 2018 Notes have the right to require the Company to repurchase all or a portion of the 2018 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2018 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants in the 2018 Notes indenture as of December 28, 2013.

Table of Contents**9. Supplemental Equity Information**

The following table provides a summary of the changes in the carrying amounts of equity attributable to controlling interest and noncontrolling interest for the three months ended December 28, 2013 and December 29, 2012:

(in thousands)	Class			Controlling Interest		Accumulated		Noncontrolling	
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Other Comprehensive Income	Total	Interest	Total
Balance September 28, 2013	\$ 122	\$ 353	\$ 16	\$ 389,153	\$ 77,592	\$ 1,442	\$ 468,678	\$ 1,346	\$ 470,024
Comprehensive loss					(12,708)	85	(12,623)	(104)	(12,727)
Stock based compensation				1,257			1,257		1,257
Restricted share activity		1		55			56		56
Issuance of common stock				355			355		355
Repurchase of common stock	0	0		0	0		0		0
Tax benefit on stock option exercise				171			171		171
Distribution to Noncontrolling interest								(633)	(633)
Other									
Balance December 28, 2013	\$ 122	\$ 354	\$ 16	\$ 390,991	\$ 64,884	\$ 1,527	\$ 457,894	\$ 609	\$ 458,503

(in thousands)	Class			Controlling Interest		Accumulated		Noncontrolling	
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Other Comprehensive Income	Total	Interest	Total
Balance September 29, 2012	\$ 122	\$ 347	\$ 16	\$ 382,195	\$ 79,718	\$ 1,539	\$ 463,937	\$ 946	\$ 464,883
Comprehensive loss					(15,269)	(42)	(15,311)	(78)	(15,389)

Stock based compensation			1,030			1,030		1,030
Restricted share activity			(96)			(96)		(96)
Issuance of common stock			412			412		412
Repurchase of common stock	0	0	0	0	0	0	0	0
Tax benefit on stock option exercise			74			74		74
Distribution to Noncontrolling interest							(629)	(629)
Other								

Balance**December 29, 2012**

\$ 122	\$ 347	\$ 16	\$ 383,615	\$ 64,449	\$ 1,497	\$ 450,046	\$ 239	\$ 450,285
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10. Stock-Based Compensation

The Company recognized share-based compensation expense of \$1.8 million and \$1.6 million for the three month periods ended December 28, 2013 and December 29, 2012, respectively, as a component of selling, general and administrative expenses. The tax benefit associated with share-based compensation expense for the three month periods ended December 28, 2013 and December 29, 2012 was \$0.7 million and \$0.6 million, respectively.

11. Earnings Per Share

The potential effects of stock awards were excluded from the diluted earnings per share calculation for the three month periods ended December 28, 2013 and December 29, 2012 because their inclusion in a net loss period would be anti-dilutive to the earnings per share calculation.

Table of Contents**12. Segment Information**

Management has determined that the Company has two operating segments which are also reportable segments based on the level at which the Chief Operating Decision Maker reviews the results of operations to make decisions regarding performance assessment and resource allocation. These operating segments are Pet segment and Garden segment and are presented in the table below (in thousands).

	Three Months Ended		
	December 28, 2013	December 29, 2012	
Net sales:			
Pet segment	\$ 184,605	\$ 195,180	
Garden segment	105,916	97,317	
Total net sales	\$ 290,521	\$ 292,497	
Income (loss) from operations:			
Pet segment	14,386	10,173	
Garden segment	(6,231)	(8,536)	
Corporate	(16,510)	(14,731)	
Total loss from operations	(8,355)	(13,094)	
Interest expense net	(12,204)	(10,250)	
Other expense	(168)	(981)	
Income tax benefit	(7,915)	(8,978)	
Loss including noncontrolling interest	(12,812)	(15,347)	
Net loss attributable to noncontrolling interest	(104)	(78)	
Net loss attributable to Central Garden & Pet Company	\$ (12,708)	\$ (15,269)	
Depreciation and amortization:			
Pet segment	3,886	3,695	
Garden segment	1,573	1,656	
Corporate	2,861	2,665	
Total depreciation and amortization	\$ 8,320	\$ 8,016	
	December 28, 2013	December 29, 2012	September 28, 2013
Assets:			
Pet segment	\$ 406,000	\$ 419,537	\$ 425,988

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Garden segment	394,193	362,770	388,581
Corporate	355,775	363,765	346,591
Total assets	\$ 1,155,968	\$ 1,146,072	\$ 1,161,160
Goodwill (included in corporate assets above):			
Pet segment	\$ 205,756	\$ 202,514	\$ 205,756
Garden segment	0	7,709	0
Total goodwill	\$ 205,756	\$ 210,223	\$ 205,756

Table of Contents**13. Consolidating Condensed Financial Information of Guarantor Subsidiaries**

Certain 100% wholly-owned subsidiaries of the Company (as listed below, collectively the Guarantor Subsidiaries) have guaranteed fully and unconditionally, on a joint and several basis, the obligation to pay principal and interest on the Company's 2018 Notes. Certain subsidiaries and operating divisions are not guarantors of the Notes (collectively, the Non-Guarantor entities) and have been included in the financial results of the Parent in the information below. These Non-Guarantor entities are not material to the Parent. Those subsidiaries that are guarantors and co-obligors of the Notes are as follows:

Farnam Companies, Inc.

Four Paws Products Ltd.

Gulfstream Home & Garden, Inc.

Kaytee Products, Inc.

Matson, LLC

New England Pottery, LLC

Pennington Seed, Inc. (including Gro Tec, Inc. and All-Glass Aquarium Co., Inc.)

Pets International, Ltd.

T.F.H. Publications, Inc.

Wellmark International (including B2E Corporation and B2E Biotech LLC)

In lieu of providing separate audited financial statements for the Guarantor Subsidiaries, the Company has included the accompanying consolidating condensed financial statements based on the Company's understanding of the Securities and Exchange Commission's interpretation and application of Rule 3-10 of the Securities and Exchange Commission's Regulation S-X.

CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS

Three Months Ended December 28, 2013

(in thousands)

(unaudited)

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 96,339	\$ 205,306	\$ (11,124)	\$ 290,521
Cost of products sold and occupancy	76,747	145,157	(11,124)	210,780

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Gross profit	19,592	60,149	0	79,741
Selling, general and administrative expenses	28,375	59,721	0	88,096
Income (loss) from operations	(8,783)	428	0	(8,355)
Interest net	(12,184)	(20)	0	(12,204)
Other income (loss)	415	(583)	0	(168)
Loss before income taxes	(20,552)	(175)	0	(20,727)
Income tax benefit	(7,848)	(67)	0	(7,915)
Loss including noncontrolling interest	(12,704)	(108)		(12,812)
Loss attributable to noncontrolling interest	(104)	0	0	(104)
Loss attributable to Central Garden & Pet Company before equity in undistributed income of guarantor subsidiaries	(12,600)	(108)	0	(12,708)
Equity in undistributed income of guarantor subsidiaries	(108)	0	108	0
Net loss attributable to Central Garden & Pet Co.	\$ (12,708)	\$ (108)	\$ 108	\$ (12,708)

Table of Contents**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS****Three Months Ended December 29, 2012****(in thousands)****(unaudited)**

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 96,003	\$ 209,045	\$ (12,551)	\$ 292,497
Cost of products sold and occupancy	74,843	153,246	(12,551)	215,538
Gross profit	21,160	55,799	0	76,959
Selling, general and administrative expenses	28,519	61,534	0	90,053
Loss from operations	(7,359)	(5,735)	0	(13,094)
Interest net	(10,299)	49	0	(10,250)
Other income (loss)	248	(1,229)	0	(981)
Loss before income taxes	(17,410)	(6,915)	0	(24,325)
Income tax benefit	(6,383)	(2,595)	0	(8,978)
Loss including noncontrolling interest	(11,027)	(4,320)		(15,347)
Loss attributable to noncontrolling interest	(78)	0	0	(78)
Loss attributable to Central Garden & Pet Company before equity in undistributed income of guarantor subsidiaries	(10,949)	(4,320)	0	(15,269)
Equity in undistributed income of guarantor subsidiaries	(4,320)	0	4,320	0
Net loss attributable to Central Garden & Pet Co.	\$ (15,269)	\$ (4,320)	\$ 4,320	\$ (15,269)

Table of Contents

**CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE
INCOME (LOSS)**

Three Months Ended December 28, 2013

(in thousands)

(unaudited)

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Net loss	\$ (12,704)	\$ (108)	\$ 0	\$ (12,812)
Other comprehensive income:				
Foreign currency translation	85	0	0	85
Total comprehensive loss	(12,619)	(108)	0	(12,727)
Comprehensive loss attributable to noncontrolling interests	(104)	0	0	(104)
Comprehensive loss attributable to Central Garden & Pet Company	\$ (12,515)	\$ (108)	\$ 0	\$ (12,623)

**CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE
INCOME (LOSS)**

Three Months Ended December 29, 2012

(in thousands)

(unaudited)

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Net loss	\$ (11,027)	\$ (4,320)	\$ 0	\$ (15,347)
Other comprehensive loss:				
Foreign currency translation	(42)	0	0	(42)
Total comprehensive loss	(11,069)	(4,320)	0	(15,389)
Comprehensive loss attributable to noncontrolling interests	(78)	0	0	(78)
Comprehensive loss attributable to Central Garden & Pet Company	\$ (10,991)	\$ (4,320)	\$ 0	\$ (15,311)

Table of Contents**CONSOLIDATING CONDENSED BALANCE SHEET****December 28, 2013****(in thousands)****(unaudited)**

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS				
Cash and cash equivalents	\$ 13,142	\$ 3,569	\$ 0	\$ 16,711
Short term investments	14,220	0	0	14,220
Accounts receivable, net	43,850	103,997	(4,742)	143,105
Inventories	137,276	290,163	0	427,439
Prepaid expenses and other assets	34,595	34,505	0	69,100
Total current assets	243,083	432,234	(4,742)	670,575
Land, buildings, improvements and equipment, net	76,990	110,148	0	187,138
Goodwill	0	205,756	0	205,756
Investment in guarantors	657,919	0	(657,919)	0
Deferred income taxes and other assets	57,820	34,679	0	92,499
Total	\$ 1,035,812	\$ 782,817	\$ (662,661)	\$ 1,155,968
LIABILITIES AND EQUITY				
Accounts payable	\$ 50,834	\$ 74,456	\$ (4,742)	\$ 120,548
Accrued expenses and other current liabilities	44,659	43,926	0	88,585
Total current liabilities	95,493	118,382	(4,742)	209,133
Long-term debt	449,444	21	0	449,465
Other long-term obligations	32,372	6,495	0	38,867
Shareholders' equity attributable to Central Garden & Pet Co.	457,894	657,919	(657,919)	457,894
Noncontrolling interest	609	0	0	609
Total equity	458,503	657,919	(657,919)	458,503
Total	\$ 1,035,812	\$ 782,817	\$ (662,661)	\$ 1,155,968

Table of Contents**CONSOLIDATING CONDENSED BALANCE SHEET****September 28, 2013****(in thousands)**

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS				
Cash and cash equivalents	\$ 12,441	\$ 2,715	\$ 0	\$ 15,156
Short term investments	17,820	0	0	17,820
Accounts receivable, net	43,660	153,734	(3,134)	194,260
Inventories	114,662	277,272	0	391,934
Prepaid expenses and other assets	24,747	28,737	0	53,484
Total current assets	213,330	462,458	(3,134)	672,654
Land, buildings, improvements and equipment, net	78,662	110,251	0	188,913
Goodwill	0	205,756	0	205,756
Investment in guarantors	693,615	0	(693,615)	0
Other assets	57,255	36,582	0	93,837
Total	\$ 1,042,862	\$ 815,047	\$ (696,749)	\$ 1,161,160
LIABILITIES AND EQUITY				
Accounts payable	\$ 36,869	\$ 69,834	\$ (3,134)	\$ 103,569
Accrued expenses and other liabilities	33,664	45,096	0	78,760
Total current liabilities	70,533	114,930	(3,134)	182,329
Long-term debt	472,418	27	0	472,445
Other long-term obligations	29,887	6,475	0	36,362
Shareholders' equity attributable to Central Garden & Pet	468,678	693,615	(693,615)	468,678
Noncontrolling interest	1,346	0	0	1,346
Total equity	470,024	693,615	(693,615)	470,024
Total	\$ 1,042,862	\$ 815,047	\$ (696,749)	\$ 1,161,160

CONSOLIDATING CONDENSED BALANCE SHEET**December 29, 2012****(in thousands)****(unaudited)**

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS				
Cash and cash equivalents	\$ 7,925	\$ 4,666	\$ 0	\$ 12,591
Short term investments	17,820	0	0	17,820
Accounts receivable, net	44,084	112,486	(5,803)	150,767
Inventories	129,785	267,940	0	397,725
Prepaid expenses and other assets	38,498	28,131	0	66,629
Total current assets	238,112	413,223	(5,803)	645,532
Land, buildings, improvements and equipment, net	82,899	109,587	0	192,486
Goodwill		210,223	0	210,223
Investment in guarantors	666,645	0	(666,645)	0
Deferred income taxes and other assets	54,445	43,386	0	97,831
Total	\$ 1,042,101	\$ 776,419	\$ (672,448)	\$ 1,146,072
LIABILITIES AND EQUITY				
Accounts payable	\$ 65,042	\$ 71,245	\$ (5,803)	\$ 130,484
Accrued expenses and other current liabilities	47,186	36,703	0	83,889
Total current liabilities	112,228	107,948	(5,803)	214,373
Long-term debt	450,374	72	0	450,446
Other long-term obligations	29,214	1,754	0	30,968
Shareholders' equity attributable to Central Garden & Pet Co.	450,046	666,645	(666,645)	450,046
Noncontrolling interest	239	0	0	239
Total equity	450,285	666,645	(666,645)	450,285
Total	\$ 1,042,101	\$ 776,419	\$ (672,448)	\$ 1,146,072

Table of Contents**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS****Three Months Ended December 28, 2013****(in thousands)****(unaudited)**

	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided (used) by operating activities	\$ (10,458)	\$ 40,359	\$ 108	\$ 30,009
Additions to property and equipment	(1,549)	(3,828)	0	(5,377)
Proceeds from short term investments	3,600	0	0	3,600
Investment in guarantor subsidiaries	35,696	(35,588)	(108)	0
Net cash provided (used) by investing activities	37,747	(39,416)	(108)	(1,777)
Repayments of long-term debt	(39)	(37)	0	(76)
Borrowings under revolving line of credit	45,000	0	0	45,000
Repayments under revolving line of credit	(68,000)	0	0	(68,000)
Payment of deferred financing costs	(2,985)	0	0	(2,985)
Repurchase of common stock	(401)	0	0	(401)
Proceeds from issuance of common stock	200	0	0	200
Distribution to minority interest	(633)	0	0	(633)
Excess tax benefits from stock-based awards	171	0	0	171
Net cash provided (used) by financing activities	(26,687)	(37)	0	(26,724)
Effect of exchange rate changes on cash	99	(52)	0	47
Net increase in cash and cash equivalents	701	854	0	1,555
Cash and cash equivalents at beginning of period	12,441	2,715	0	15,156
Cash and cash equivalents at end of period	\$ 13,142	\$ 3,569	\$ 0	\$ 16,711

CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**Three Months Ended December 29, 2012****(in thousands)****(unaudited)**

Parent	Eliminations	Consolidated
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	Guarantor Subsidiaries			
Net cash provided (used) by operating activities	\$ (25,358)	\$ (7,003)	\$ 4,320	\$ (28,041)
Additions to property and equipment	(4,142)	(3,883)	0	(8,025)
Proceeds from short term investments	4,885	0	0	4,885
Payment to acquire companies	0	(4,835)	0	(4,835)
Investment in guarantor subsidiaries	(12,283)	16,603	(4,320)	0
Net cash provided (used) by investing activities	(11,540)	7,885	(4,320)	(7,975)
Repayments of long-term debt	(55)	(29)	0	(84)
Borrowings under revolving line of credit	4,000	0	0	4,000
Repayments under revolving line of credit	(3,000)		0	(3,000)
Repurchase of common stock	(327)	0	0	(327)
Proceeds from issuance of common stock	97	0	0	97
Distribution to minority interest	(629)	0	0	(629)
Excess tax benefits from stock-based awards	74	0	0	74
Net cash provided (used) by financing activities	160	(29)	0	131
Effect of exchange rate changes on cash	1	0	0	1
Net increase (decrease) in cash and cash equivalents	(36,737)	853	0	(35,884)
Cash and cash equivalents at beginning of period	44,662	3,813	0	48,475
Cash and cash equivalents at end of period	\$ 7,925	\$ 4,666	\$ 0	\$ 12,591

The Company and its guarantor subsidiaries participate in a cash pooling program. As part of this program, cash balances are generally swept on a daily basis between the guarantor subsidiary bank accounts and those of the Company. In addition, the Company pays expenses on behalf of its guarantor subsidiaries on a regular basis. These types of transactions have been accounted for as investments in guarantor subsidiaries within investing activities.

Table of Contents

14. Contingencies

The Company may from time to time become involved in legal proceedings in the ordinary course of business. Currently, the Company is not a party to any legal proceedings that management believes would have a material effect on the Company's financial position or results of operations.

Table of Contents
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
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 food and supplies industry is estimated to be approximately \$30 billion in annual retail sales. We estimate the annual retail sales of the pet supplies and super-premium pet food markets in the categories in which we participate to be approximately \$13.5 billion. The total lawn and garden industry in the United States, which includes equipment, supplies and services, is estimated to be approximately \$21 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 billion. In addition, we participate in the pottery and seasonal décor markets.

Our pet supplies products include products for dogs and cats, including edible bones, premium healthy edible and non-edible chews, super premium dog and cat food and treats, 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 the master brands including Adams™, Aqueon®, Avoderm®, BioSpot®, Farnam®, Four Paws®, Kaytee®, Nylabone®, Pinnacle®, TFH™, Zilla® as well as a number of other brands including Altosid, Comfort Zone®, Coralife®, Interpet, Kent Marine®, Oceanic Systems®, Pet Select®, Pre-Strike®, Super Pet®, 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 the master brands AMDRO®, GKI/Bethlehem Lighting®, Ironite®, Pennington®, and Sevin®, as well as a number of other brand names including Grant®, Lilly Miller®, Matthews Four Seasons™, New England Pottery®, Norcal Pottery®, Over-N-Out®, Smart Seed® and The Rebels®.

In fiscal 2013, our consolidated net sales were \$1.7 billion, of which our Pet segment, or Pet, accounted for approximately \$888 million and our Lawn and Garden segment, or Garden, accounted for approximately \$765 million. In fiscal 2013, our branded product sales were approximately \$1.4 billion, or approximately 83% of total sales, sales of other manufacturers' products were approximately 17% of total sales. In fiscal 2013, our income from operations, before corporate expenses and eliminations of \$64 million, was \$104 million, of which the Pet segment accounted for \$96 million and the Garden segment accounted for \$8 million. See Note 12 to our consolidated financial statements for financial information about our two operating segments.

We were incorporated in Delaware in June 1992 as the successor to a California corporation that was formed in 1955. Our executive offices are located at 1340 Treat Boulevard, Suite 600, Walnut Creek, California 94597, and our telephone number is (925) 948-4000. Our website is www.central.com. The information on our website is not incorporated by reference in this annual report.

Recent Developments

Fiscal 2014 First Quarter Financial Performance:

Our net sales decreased \$2.0 million, or 0.7%, to \$290.5 million.

Gross margin increased 110 basis points to 27.4%.

Selling, general & administrative expenses decreased as a percentage of net sales to 30.3% from 30.8% in the prior year quarter.

Our loss from operations in the fiscal first quarter of 2014 decreased \$4.7 million as compared to the first quarter of fiscal 2013.

Generally, we incur a net loss in the first quarter of our fiscal year due to the seasonality of our garden segment. Our net loss in the first quarter of fiscal 2014 was \$12.7 million, or \$.26 per share, compared to \$15.3 million, or \$0.32 per share, in the first quarter of fiscal 2013.

Table of Contents

Results of Operations

Three Months Ended December 28, 2013

Compared with Three Months Ended December 29, 2012

Net Sales

Net sales for the three months ended December 28, 2013 decreased \$2.0 million, or 0.7%, to \$290.5 million from \$292.5 million for the three months ended December 29, 2012. Our branded product sales decreased \$6.2 million and sales of other manufacturers' products increased \$4.2 million.

Pet segment net sales decreased \$10.6 million, or 5.4%, to \$184.6 million for the three months ended December 28, 2013 from \$195.2 million for the three months ended December 29, 2012. Pet branded product sales decreased \$13.7 million, due primarily to a \$6.1 million sales decrease in wild bird feed and a \$4.4 million sales decrease of aquatic products. The decreases were volume driven. Sales volume decreases were partially offset by increased prices. Sales of other manufacturers' products increased \$3.1 million.

Garden segment net sales increased \$8.6 million, or 8.8%, to \$105.9 million for the three months ended December 28, 2013 from \$97.3 million for the three months ended December 29, 2012. Garden branded product sales increased \$7.5 million and sales of other manufacturers' products increased \$1.1 million. The sales increase in our garden branded products was due primarily to a \$4.6 million increase in controls and fertilizers, which was primarily volume driven and reflects orders that are starting earlier this year, and a \$4.4 million increase in other garden supplies due to sales of our seasonal décor products into a new channel.

Gross Profit

Gross profit for the three months ended December 28, 2013 increased \$2.7 million, or 3.6%, to \$79.7 million from \$77.0 million for the three months ended December 29, 2012. Gross margin increased from 26.3% for the three months ended December 29, 2012 to 27.4% for the three months ended December 28, 2013. Gross profit and gross margin increased in both segments.

Gross margin in the Pet segment improved due to increased pricing. The largest gross margin improvement was in our dog and cat category, which benefitted from both price increases and manufacturing improvements. Gross margin in the Garden segment increased due primarily to improved margins in our seasonal décor products business, which was impacted negatively in the prior year quarter by increased sales returns and expenses and by reduced sales of winter seasonal products and impacted positively in the current period by increased sales into a new channel, and declining commodity prices in our wild bird feed garden business. These improvements were partially offset by a decrease in our grass seed business gross margin due to increased raw material costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased \$2.0 million, or 2.2%, to \$88.1 million for the three months ended December 28, 2013 from \$90.1 million for the three months ended December 29, 2012. As a percentage of net sales, selling, general and administrative expenses decreased to 30.3% for the three months ended December 28, 2013, compared to 30.8% in the comparable prior year quarter. The change in selling, general and administrative expenses, discussed further below, was due to decreased selling and delivery expense. Corporate expenses are included within administrative expense and relate to the costs of unallocated executive, administrative, finance, legal, human resource,

and information technology functions.

Selling and delivery expense decreased \$2.6 million, or 5.5%, to \$44.7 million for the three months ended December 28, 2013 from \$47.3 million for the three months ended December 29, 2012. Selling and delivery expense as a percentage of net sales decreased to 15.4% in the current year quarter from 16.2% in the prior year quarter. The \$2.6 million decrease was due primarily to lower delivery expenses and lower commissions resulting from the lower sales in our Pet segment.

Warehouse and administrative expense increased \$0.6 million, or 1.4%, to \$43.4 million for the three months ended December 28, 2013 from \$42.8 million for the three months ended December 29, 2012. Increased expenses at corporate and in our Garden segment due primarily to increased medical insurance and headcount reduction costs were partially offset by reduced expenses in our Pet segment due primarily to reduced employee related costs from headcount reductions in fiscal 2013.

Table of Contents

Loss from Operations

The loss from operations decreased \$4.7 million for the three months ended December 28, 2013, or 36.2%, to \$8.4 million from \$13.1 million for the three months ended December 29, 2012. Operating income for the quarter increased in our Pet segment by \$4.2 million due to lower selling, general and administrative expenses and an improved gross margin. The operating loss in our Garden segment decreased by \$2.3 million due primarily to increased revenues partially offset by a \$1.8 million increase in corporate operating expense resulting primarily from increases in medical insurance costs and headcount reduction expenses.

Net Interest Expense

Net interest expense for the three months ended December 28, 2013 increased \$2.0 million, or 19.1%, to \$12.2 million from \$10.2 million for the three months ended December 29, 2012. The increase was due primarily to a non-cash charge of \$1.7 million related to the unamortized deferred financing costs related to our prior revolving credit facility. On December 5, 2013, the Company entered into a Credit Agreement which provides for a \$390 million principal amount senior secured asset-based revolving credit facility, with up to an additional \$200 million principal amount available with the consent of the Lenders if the Company exercises the accordion feature set forth therein (collectively, the Credit Facility). The Credit Facility matures on December 5, 2018 and replaced the Company's prior credit facility. Our average borrowing rate for the current quarter declined to 8.6% compared to 8.7% for the prior year quarter.

Debt outstanding on December 28, 2013 was \$449.5 million compared to \$450.8 million as of December 29, 2012.

Other Expense

Other expense decreased \$0.8 million to \$0.2 million for the quarter ended December 28, 2013, from \$1.0 million for the quarter ended December 29, 2012. The decrease was due primarily to realized and unrealized losses expensed in the prior year quarter from derivative contracts used to economically hedge anticipated commodity purchases for use in our products.

Income Taxes

Our effective income tax rate was 38.2% for the quarter ended December 28, 2013 and 36.9% for the quarter ended December 29, 2012. The income tax rate increase was due primarily to an increase in state tax rates compared to the prior year quarter.

Inflation

Our revenues and margins are dependent on various economic factors, including rates of inflation, energy costs, consumer attitudes toward discretionary spending, currency fluctuations, and other macro-economic factors which may impact levels of consumer spending. Historically, in certain fiscal periods, we have been adversely impacted by rising input costs related to domestic inflation, particularly relating to grain and seed prices, fuel prices and the ingredients used in our garden controls and fertilizer. Rising costs have made it difficult for us to increase prices to our retail customers at a pace sufficient to enable us to maintain margins.

In recent years, our business was negatively impacted by low consumer confidence, as well as other macro-economic factors. In fiscal 2012 and throughout most of fiscal 2013, commodity costs continued to increase. Recently, commodity costs have been declining although we have seen increases in our grass seed costs. We continue to monitor

commodity prices in order to take action to mitigate the impact of increasing raw material costs.

Weather and Seasonality

Our sales of lawn and garden products are influenced by weather and climate conditions in the different markets we serve. Additionally, our Garden segment's business is highly seasonal. In fiscal 2013, approximately 68% of our Garden segment's net sales and 60% of our total net sales occurred during our second and third fiscal quarters. Substantially all of the Garden segment's operating income is typically generated in this period, which has historically offset the operating loss incurred during the first fiscal quarter of the year.

Liquidity and Capital Resources

We have financed our growth through a combination of internally generated funds, bank borrowings, supplier credit, and sales of equity and debt securities.

Our business is seasonal and our working capital requirements and capital resources track closely to this seasonal pattern. Generally, during the first fiscal quarter, accounts receivable reach their lowest level while inventory, accounts payable and short-term borrowings begin to increase. During the second fiscal quarter, receivables, accounts payable and short-term borrowings increase, reflecting the build-up of inventory and related payables in anticipation of the peak lawn and garden selling season. During the third fiscal quarter, inventory levels remain relatively constant while accounts receivable peak and short-term borrowings start to decline as cash collections are received during the peak selling season. During the fourth fiscal quarter, inventory levels are at their lowest, and accounts receivable and payables are substantially reduced through collection of receivables.

Table of Contents

We service two broad markets: pet supplies and lawn and garden supplies. Our pet supplies businesses involve products that have a year round selling cycle with a slight degree of seasonality. As a result, it is not necessary to maintain large quantities of inventory to meet peak demands. On the other hand, our lawn and garden businesses are highly seasonal with approximately 68% of our Garden segment's net sales occurring during the second and third fiscal quarters. This seasonality requires the shipment of large quantities of product well ahead of the peak consumer buying periods. To encourage retailers and distributors to stock large quantities of inventory, industry practice has been for manufacturers to give extended credit terms and/or promotional discounts.

Operating Activities

Net cash provided by operating activities increased by \$58.0 million, from \$28.0 million of cash used in operating activities for the three months ended December 29, 2012, to \$30.0 million of cash provided by operating activities for the three months ended December 28, 2013. The increase in cash provided by operating activities was due primarily to reduced spending on inventory in the current period compared to the prior year period. In the prior year first quarter, we built safety stock to ensure our ability to service our customers would not be disrupted. Although, we began the current quarter with a higher inventory balance than the prior year quarter and are building inventory for the coming garden season, we are focused on bringing our investment in inventory down over time, consistent with maintaining high fill rates and service levels to our customers.

Investing Activities

Net cash used in investing activities decreased \$6.2 million, from \$8.0 million for the three months ended December 29, 2012 to \$1.8 million during the three months ended December 28, 2013. The decrease in cash used in investing activities was due primarily to our acquisition activity in the prior year period. In December 2012, the Company acquired the remaining majority interest in FourStar Microbial Products, LLC (FourStar Microbial) for approximately \$4.8 million in cash with possible contingent future performance-based payments. Capital expenditures also decreased in the current year due to reduced expenditures related to facilities and our ERP implementation.

Financing Activities

Net cash used by financing activities increased \$26.8 million, from \$0.1 million of cash provided by financing activities for the three months ended December 29, 2012, to \$26.7 million of cash used by financing activities for the three months ended December 28, 2013. The increase in cash used was due primarily to higher net repayments under our revolving credit facility during the three months ended December 28, 2013 compared to the three months ended December 29, 2012, as we paid down the amount outstanding under our prior revolving credit facility.

We expect that our principal sources of funds will be cash generated from our operations and, if necessary, borrowings under our \$390 million asset backed loan facility. Based on our anticipated cash needs, availability under our asset backed loan facility and the scheduled maturity of our debt, we believe that our sources of liquidity should be adequate to meet our working capital, capital spending and other cash needs for at least the next 12 months. However, we cannot assure you that these sources will continue to provide us with sufficient liquidity and, should we require it, that we will be able to obtain financing on terms satisfactory to us, or at all.

We believe that cash flows from operating activities, funds available under our asset backed loan facility, and arrangements with suppliers will be adequate to fund our presently anticipated working capital requirements for the foreseeable future. We anticipate that our capital expenditures, which are related primarily to replacements and upgrades to plant and equipment and investment in our implementation of a scalable enterprise-wide information technology platform, will not exceed \$30 million during fiscal 2014. We are investing in this information technology

platform to improve existing operations, support future growth and enable us to take advantage of new applications and technologies. We invested approximately \$82 million from fiscal 2005 through fiscal 2013 in this initiative. Capital expenditures for 2014 and beyond will depend upon the pace of conversion of those remaining legacy systems. This initiative, when complete, will combine our numerous information systems , which should create greater efficiency and effectiveness.

As part of our growth strategy, we have acquired a number of companies in the past, and we anticipate that we will continue to evaluate potential acquisition candidates in the future. If one or more potential acquisition opportunities, including those that would be material, become available in the near future, we may require additional external capital. In addition, such acquisitions would subject us to the general risks associated with acquiring companies, particularly if the acquisitions are relatively large.

At December 28, 2013, our total debt outstanding was \$449.5 million, as compared with \$450.8 million at December 29, 2012.

Table of Contents***Asset Backed Loan Facility***

On December 5, 2013, we entered into a credit agreement which provides up to a \$390 million principal amount senior secured asset-based revolving credit facility, with up to an additional \$200 million principal amount available with the consent of the Lenders if we exercise the accordion feature set forth therein (collectively, the Credit Facility). The Credit Facility matures on December 5, 2018 and replaced our prior revolving credit facility. We may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full. As of December 28, 2013 there were no borrowings outstanding under the Credit Facility. There were no letters of credit outstanding under the Credit Facility as of December 28, 2013. There were other letters of credit of \$13.1 million outstanding as of December 28, 2013.

The Credit Facility is subject to a borrowing base, calculated using a formula based upon eligible receivables and inventory, minus certain reserves and subject to restrictions. The borrowing base as of December 28, 2013 was approximately \$302.2 million. Borrowings under the Credit Facility will bear interest at an index based on LIBOR or, at the option of the Company, the Base Rate (defined as the highest of (a) the SunTrust prime rate, (b) the Federal Funds Rate plus 0.5% and (c) one-month LIBOR plus 1.00%), plus, in either case, an applicable margin based on the Company's total outstanding borrowings. Such applicable margin for LIBOR-based borrowings fluctuates between 1.25%-1.75% (and was 1.25% at December 28, 2013) and such applicable margin for Base Rate borrowings fluctuates between 0.25%-0.75% (and was 0.25% at December 28, 2013). As of December 28, 2013, the applicable interest rate related to Base Rate borrowings, had any been outstanding, was 3.5%, and the applicable interest rate related to LIBOR-based borrowings, had any been outstanding, was 1.4%.

The Credit Facility contains customary covenants, including financial covenants which require us to maintain a minimum fixed charge coverage ratio of 1.00:1.00 upon reaching certain borrowing levels. The Credit Facility is secured by substantially all assets of the Company. We were in compliance with all covenants under the Credit Facility during the period ended December 28, 2013.

We incurred approximately \$3.0 million of costs in conjunction with this transaction, which included banking fees and legal expenses. These costs will be amortized over the term of the Credit Facility.

We recorded a non-cash charge of \$1.7 million for the period ended December 28, 2013, as part of interest expense, related to the unamortized deferred financing costs under the prior revolving credit facility.

Senior Subordinated Notes

On March 8, 2010, we issued \$400 million aggregate principal amount of 8.25% senior subordinated notes due March 1, 2018 (the 2018 Notes). On February 13, 2012, we issued an additional \$50 million aggregate principal amount of our 2018 Notes at a price of 98.501%, plus accrued interest from September 1, 2011, in a private placement. We used the net proceeds from the offering to pay a portion of the outstanding balance under our prior credit facility.

The estimated fair value of our \$450 million of 2018 Notes as of December 28, 2013 was approximately \$434.3 million. The estimated fair value is based on quoted market prices for these notes.

The 2018 Notes require semiannual interest payments, which commenced on September 1, 2010. The 2018 Notes are unsecured senior subordinated obligations and are subordinated to all of our existing and future senior debt, including our Credit Facility. The obligations under the 2018 Notes are fully and unconditionally guaranteed on a senior subordinated basis by each of our existing and future domestic restricted subsidiaries with certain exceptions. The

guarantees are general unsecured senior subordinated obligations of the guarantors and are subordinated to all existing and future senior debt of the guarantors.

We may redeem some or all of the 2018 Notes at any time prior to March 1, 2014 at the principal amount plus a make whole premium. We may redeem some or all of the 2018 Notes at any time on or after March 1, 2014 for 104.125%, after March 1, 2015 for 102.063% and after March 1, 2016 for 100%, plus accrued and unpaid interest. The holders of the 2018 Notes have the right to require us to repurchase all or a portion of the 2018 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2018 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants related to the 2018 Notes indenture as of December 28, 2013.

Table of Contents

Off-Balance Sheet Arrangements

There have been no material changes to the information provided in our Annual Report on Form 10-K for the fiscal year ended September 28, 2013 regarding off-balance sheet arrangements.

Contractual Obligations

There have been no material changes outside the ordinary course of business in our contractual obligations set forth in the 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 fiscal year ended September 28, 2013.

New Accounting Pronouncements

Refer to Footnote 1 in the notes to the condensed consolidated financial statements for new accounting pronouncements.

Critical Accounting Policies, Estimates and Judgments

There have been no material changes to our critical accounting policies, estimates and assumptions or the judgments affecting the application of those accounting policies since our Annual Report on Form 10-K for the fiscal year ended September 28, 2013.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in our exposure to market risk from that discussed in our Annual Report on Form 10-K for the fiscal year ended September 28, 2013.

Item 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures.* Our Chief Executive Officer and Chief Financial Officer have reviewed, as of the end of the period covered by this report, the disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) that ensure that information relating to the Company required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported in a timely and proper manner and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based upon this review, such officers concluded that our disclosure controls and procedures were effective as of December 28, 2013.

(b) *Changes in Internal Control Over Financial Reporting.* Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated whether any change in our internal control over financial reporting occurred during the first quarter of fiscal 2014. Based on that evaluation, management concluded that there has been no change in our internal control over financial reporting during the first quarter of fiscal 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in certain legal proceedings in the ordinary course of business. Currently, we are not a party to any legal proceedings that management believes would have a material effect on our financial position or results of operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A to Part I of our Form 10-K for the fiscal year ended September 28, 2013.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table sets forth the repurchases of any equity securities during the fiscal quarter ended December 28, 2013 and the dollar amount of authorized share repurchases remaining under our stock repurchase program.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Units)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)
September 29, 2013 – November 2, 2013	12,448 ⁽²⁾	\$ 7.19	0	\$ 50,093,000
November 3, 2013 – November 30, 2013	2,901 ⁽²⁾	\$ 7.56	0	\$ 50,093,000
December 1, 2013 – December 28, 2013	11,128 ⁽²⁾	\$ 6.95	0	\$ 50,093,000
Total	26,477	\$ 7.13	0	\$ 50,093,000

- (1) During the third quarter of fiscal 2011, our Board of Directors authorized a \$100 million share repurchase program. The program has no expiration date and expires when the amount authorized has been used or the Board withdraws its authorization. The repurchase of shares may be limited by certain financial covenants in our credit facility and indenture that restrict our ability to repurchase our stock.
- (2) Shares purchased during the period indicated represent withholding of a portion of shares to cover taxes in connection with the vesting of restricted stock and the exercise of stock options.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

Not applicable

Item 6. Exhibits

- 10.1 Credit Agreement dated December 5, 2013 among the Company, certain of the Company's domestic subsidiaries, as borrowers and guarantors, a syndicate of financial institutions party thereto, SunTrust Bank, as administrative agent and swingline lender, and SunTrust Robinson Humphrey, Inc., U.S. Bank National Association and Harris Bank as joint lead arrangers and bookrunners.
- 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.
- 32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.
- 101.INS** XBRL Instance Document

Table of Contents

101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

Table of Contents

SIGNATURES

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

CENTRAL GARDEN & PET COMPANY

Registrant

Dated: February 6, 2014

/s/ JOHN R. RANELLI

John R. Ranelli

President and Chief Executive Officer

(Principal Executive Officer)

/s/ LORI A. VARLAS

Lori A. Varlas

Chief Financial Officer

(Principal Financial Officer)