

CENTRAL GARDEN & PET CO
Form 10-Q
August 03, 2018

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

FORM 10-Q
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

or

TRANSITION REPORT PURSUANT OF SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-33268

Delaware

68-0275553

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1340 Treat Blvd., Suite 600, Walnut Creek, California 94597

(Address of principal executive offices)

(925) 948-4000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock Outstanding as of July 27, 2018	12,145,135
Class A Common Stock Outstanding as of July 27, 2018	38,400,485
Class B Stock Outstanding as of July 27, 2018	1,652,262

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Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This Form 10-Q includes “forward-looking statements.” Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy and the trends we anticipate in the industries in which we operate and other information that is not historical information. When used in this Form 10-Q, 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 future earnings expectations, 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 Form 10-Q. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Form 10-Q are set forth in the Form 10-K for the fiscal year ended September 30, 2017, including the factors described in the section entitled “Item 1A – Risk Factors.” If any of these risks or uncertainties materializes, 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, except as required by law. 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 and other raw materials;
- our inability to pass through cost increases in a timely manner;
- our dependence upon key executives;

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- risks associated with new product introductions, including the risk that our new products will not produce sufficient sales to recoup our investment;
- fluctuations in energy prices, fuel and related petrochemical costs;
- declines in consumer spending during economic downturns;
- inflation, deflation and other adverse macro-economic conditions;
- supply shortages in pet birds, small animals and fish;
- adverse weather conditions;
- risks associated with our acquisition strategy;
- access to and cost of additional capital;
- dependence on a small number of customers for a significant portion of our business;
- consolidation trends in the retail industry;
- competition in our industries;
- potential goodwill or intangible asset impairment;
- continuing implementation of an enterprise resource planning information technology system;
- our inability to protect our trademarks and other proprietary rights;
- potential environmental liabilities;
- risk associated with international sourcing;
- potential impacts of tariffs or trade war;
- litigation and product liability claims;
- regulatory issues;
- the impact of product recalls;
- risk associated with litigation arising from our business;
- potential costs and risks associated with actual or potential cyber attacks;
- the impact of the U.S. Tax Cuts and Jobs Act;
- the voting power associated with our Class B stock; and
- potential dilution from issuance of authorized shares.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CENTRAL GARDEN & PET COMPANY
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (in thousands, except share and per share amounts)
 (Unaudited)

	June 30, 2018	June 24, 2017	September 30, 2017
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 204,388	\$ 14,473	\$ 32,397
Restricted cash	13,978	10,999	12,645
Accounts receivable (less allowance for doubtful accounts of \$22,021, \$21,277 and \$21,436)	348,781	279,504	237,868
Inventories	428,007	383,449	382,101
Prepaid expenses and other	26,735	21,558	18,045
Total current assets	1,021,889	709,983	683,056
Land, buildings, improvements and equipment—net	211,817	177,784	180,913
Goodwill	268,243	230,385	256,275
Other intangible assets—net	138,610	90,004	116,067
Other assets	67,846	113,185	70,595
Total	\$ 1,708,405	\$ 1,321,341	\$ 1,306,906
LIABILITIES AND EQUITY			
Current liabilities:			
Accounts payable	\$ 108,129	\$ 106,408	\$ 103,283
Accrued expenses	122,897	112,091	116,549
Current portion of long-term debt	119	375	375
Total current liabilities	231,145	218,874	220,207
Long-term debt	691,741	435,074	395,278
Deferred taxes and other long-term obligations	40,798	38,386	54,279
Equity:			
Common stock, \$0.01 par value: 12,145,135, 12,160,023, and 12,160,023 shares outstanding at June 30, 2018, June 24, 2017 and September 30, 2017	121	122	122
Class A common stock, \$0.01 par value: 38,373,324, 37,933,970 and 38,019,736 shares outstanding at June 30, 2018, June 24, 2017 and September 30, 2017	384	379	380
Class B stock, \$0.01 par value: 1,652,262 shares outstanding	16	16	16
Additional paid-in capital	392,412	392,995	396,790
Accumulated earnings	352,355	235,070	239,329
Accumulated other comprehensive loss	(1,153)	(1,487)	(951)
Total Central Garden & Pet Company shareholders' equity	744,135	627,095	635,686
Noncontrolling interest	586	1,912	1,456
Total equity	744,721	629,007	637,142
Total	\$ 1,708,405	\$ 1,321,341	\$ 1,306,906

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,	June 24,	June 30,	June 24,
	2018	2017	2018	2017
Net sales	\$657,943	\$574,592	\$1,713,048	\$1,564,014
Cost of goods sold and occupancy	455,879	391,319	1,184,690	1,076,534
Gross profit	202,064	183,273	528,358	487,480
Selling, general and administrative expenses	141,245	125,340	379,232	345,749
Operating income	60,819	57,933	149,126	141,731
Interest expense	(10,597)	(7,273)	(28,577)	(20,976)
Interest income	584	53	1,464	99
Other income (expense)	2,126	1,626	542	(306)
Income before income taxes and noncontrolling interest	52,932	52,339	122,555	120,548
Income tax expense	11,395	19,450	8,802	44,621
Income including noncontrolling interest	41,537	32,889	113,753	75,927
Net income (loss) attributable to noncontrolling interest	(8)	641	727	1,358
Net income attributable to Central Garden & Pet Company	\$41,545	\$32,248	\$113,026	\$74,569
Net income per share attributable to Central Garden & Pet Company:				
Basic	\$0.81	\$0.64	\$2.22	\$1.49
Diluted	\$0.79	\$0.62	\$2.15	\$1.44
Weighted average shares used in the computation of net income per share:				
Basic	51,134	50,507	50,938	50,084
Diluted	52,575	51,825	52,670	51,769
See notes to condensed consolidated financial statements.				

CENTRAL GARDEN & PET COMPANY
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (in thousands)
 (Unaudited)

	Three Months Ended		Nine Months Ended	
	June 30, 2018	June 24, 2017	June 30, 2018	June 24, 2017
Income including noncontrolling interest	\$41,537	\$32,889	\$113,753	\$75,927
Other comprehensive income (loss):				
Foreign currency translation	(480)	172	(202)	(193)
Total comprehensive income	41,057	33,061	113,551	75,734
Comprehensive income (loss) attributable to noncontrolling interest	(8)	641	727	1,358
Comprehensive income attributable to Central Garden & Pet Company	\$41,065	\$32,420	\$112,824	\$74,376

See notes to condensed consolidated financial statements.

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CENTRAL GARDEN & PET COMPANY
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (in thousands, unaudited)

	Nine Months Ended	
	June 30, 2018	June 24, 2017
Cash flows from operating activities:		
Net income	\$ 113,753	\$ 75,927
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	34,872	31,374
Amortization of deferred financing costs	1,290	1,021
Stock-based compensation	8,567	8,189
Excess tax benefits from stock-based awards	—	(17,205)
Deferred income taxes	(13,447)	10,420
(Gain) loss on sale of property and equipment	(18)	96
Gain on sale of facility	—	(2,050)
Other	2,732	1,241
Change in assets and liabilities (excluding businesses acquired):		
Accounts receivable	(101,608)	(74,234)
Inventories	(14,856)	(17,347)
Prepaid expenses and other assets	(14,290)	11,774
Accounts payable	(1,113)	2,901
Accrued expenses	216	10,629
Other long-term obligations	1,664	(88)
Net cash provided by operating activities	17,762	42,648
Cash flows from investing activities:		
Additions to property and equipment	(27,003)	(37,087)
Payments to acquire companies, net of cash acquired	(86,777)	(106,821)
Proceeds from the sale of business, facility and other assets	—	8,301
Change in restricted cash	(1,333)	(89)
Investments	(8,048)	(11,495)
Other investing activities	(2,655)	(2,735)
Net cash used in investing activities	(125,816)	(149,926)
Cash flows from financing activities:		
Repayments of long-term debt	(395)	(456)
Proceeds from issuance of long-term debt	300,000	—
Borrowings under revolving line of credit	23,000	456,000
Repayments under revolving line of credit	(23,000)	(416,000)
Repurchase of common stock, including shares surrendered for tax withholding	(12,942)	(25,654)
Payment of contingent consideration liability	(204)	(1,222)
Distribution to noncontrolling interest	(1,597)	(1,019)
Payment of financing costs	(4,770)	—
Excess tax benefits from stock-based awards	—	17,205
Net cash provided by financing activities	280,092	28,854
Effect of exchange rate changes on cash and cash equivalents	(47)	(85)
Net increase (decrease) in cash and cash equivalents	171,991	(78,509)
Cash and equivalents at beginning of period	32,397	92,982
Cash and equivalents at end of period	\$ 204,388	\$ 14,473

Supplemental information:

Cash paid for interest	\$26,297	\$27,075
Cash paid for income taxes	\$18,474	\$5,414

See notes to condensed consolidated financial statements.

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CENTRAL GARDEN & PET COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Three and Nine Months Ended June 30, 2018
(Unaudited)

1. Basis of Presentation

The condensed consolidated balance sheets of Central Garden & Pet Company and subsidiaries (the “Company” or “Central”) as of June 30, 2018 and June 24, 2017, the condensed consolidated statements of operations and the condensed consolidated statements of comprehensive income for the three and nine months ended June 30, 2018 and June 24, 2017 and the condensed consolidated statements of cash flows for the nine months ended June 30, 2018 and June 24, 2017 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.

Due to the seasonal nature of the Company’s garden business, the results of operations for the three and nine months ended June 30, 2018 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 2017 Annual Report on Form 10-K, which has previously been filed with the Securities and Exchange Commission. The September 30, 2017 balance sheet presented herein was derived from the audited financial 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 8, Supplemental Equity Information, for additional information.

Restricted Cash

Restricted cash includes cash and highly liquid instruments that are used as collateral for stand-alone letter of credit agreements related to normal business transactions. These agreements require the Company to maintain specified amounts of cash as collateral in segregated accounts to support the letters of credit issued thereunder, which will affect the amount of cash the Company has available for other uses. The amount of cash collateral in these segregated accounts was approximately \$14.0 million, \$11.0 million and \$12.6 million as of June 30, 2018, June 24, 2017 and September 30, 2017, respectively, and is reflected in restricted cash on the condensed consolidated balance sheets.

Recent Accounting Pronouncements and U.S. Tax Reform

Accounting Pronouncements Recently Adopted

Stock Based Compensation

In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-09, Stock Compensation, which is intended to simplify several aspects of the accounting for share-based payment award transactions. ASU 2016-09 (i) requires all income tax effects of awards to be recognized in the income statement when the awards vest or are settled, (ii) requires classification of excess tax benefits as an operating activity in the statement of cash flows rather than a financing activity, (iii) eliminates the requirement to defer recognition of an excess tax benefit until the benefit is realized through a reduction to taxes payable, (iv) modifies statutory withholding tax requirements and (v) provides for a policy election to account for forfeitures as they occur. The Company adopted ASU 2016-09 on October 1, 2017. As a result of the adoption of ASU 2016-09, the Company now

records excess tax benefits currently in its provision for income taxes. Upon adoption, the Company determined it had no previously unrecognized excess tax benefits. Additionally, the Company elected to account for forfeitures as they occur using a modified retrospective transition method, which requires the Company to record a cumulative-effect adjustment to accumulated earnings, and the Company determined that the cumulative impact was immaterial. The Company presents its excess tax benefits as a component of operating cash flows rather than financing cash flows on a prospective basis.

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Inventory Measurement

In July 2015, the FASB issued ASU 2015-11 (ASU 2015-11), Simplifying the Measurement of Inventory. Under ASU 2015-11, inventory will be measured at the “lower of cost and net realizable value” and options that currently exist for “market value” will be eliminated. The standard defines net realizable value as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.” No other changes were made to the current guidance on inventory measurement. The Company adopted ASU 2015-11 on October 1, 2017. The adoption of ASU 2015-11 did not have a material impact on the Company's consolidated financial statements.

Accounting Standards Not Yet Adopted

Revenue Recognition

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers. This update was issued as Accounting Standards Codification Topic 606. The core principle of this amendment is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. On July 9, 2015, the FASB deferred the effective date of ASU 2014-09 for one year. ASU 2014-09 is now effective for the Company in the first quarter of its fiscal year ending September 28, 2019.

The guidance permits two implementation approaches, one requiring retrospective application of the new standard with restatement of prior years and one requiring prospective application of the new standard with disclosure of results under old standards. The Company expects to adopt under the modified retrospective approach, which recognizes the cumulative effect of adoption as an adjustment to retained earnings at the date of initial application. The Company has made progress on its evaluation of the amended guidance, including identification of revenue streams and customer contract reviews. The Company is applying the five-step model to those contracts and revenue streams to evaluate the quantitative and qualitative impacts the new standard will have on its business and reported revenues. Additionally, the Company is also analyzing the impact of the new standard on its current accounting policies and internal controls.

The majority of the Company's revenue is generated from sales of pet and garden products, which will continue to be recognized when control of the goods is transferred to the customer. The Company generally anticipates having substantially similar performance obligations under the amended guidance as compared with deliverables and units of account currently being recognized. The Company intends to make policy elections within the amended standard that are consistent with its current accounting. The Company does not expect the adoption of this amended standard to have a material impact on its condensed consolidated financial statements. The Company anticipates adopting this amended standard on a modified retrospective basis in its first quarter of fiscal 2019.

Leases

In February 2016, the FASB issued ASU 2016-02 (ASU 2016-02), Leases (Topic 842). ASU 2016-02 requires companies to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. ASU 2016-02 is effective for the Company in its first quarter of fiscal 2020 on a modified retrospective basis and earlier adoption is permitted. The Company is currently evaluating the impact of its pending adoption of ASU 2016-02 on its consolidated financial statements, and it currently expects that most of its operating lease commitments will be subject to the new standard and the Company will record material long-term operating lease liabilities and long-term right-of-use assets upon the adoption of ASU 2016-02.

Statement of Cash Flows

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (ASU 2016-15). The ASU provides additional clarification guidance on the classification of certain cash receipts and payments in the statement of cash flows. The new guidance is effective for the Company in the first quarter of its fiscal year ending September 28, 2019. The Company is currently evaluating the impact the adoption of ASU 2016-15 will have on its consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force) (ASU 2016-18). This ASU clarifies the presentation of restricted

cash on the statement of cash flows. Amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning and ending cash balances on the statement of cash flows. ASU 2016-18 is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2017, or the Company's first quarter of fiscal 2019. The Company held restricted cash balances of \$14.0 million, \$11.0 million and \$12.6 million as of June 30, 2018, June 24, 2017 and September 30, 2017, respectively. The Company does not anticipate the adoption of ASU 2016-18 will have a material impact on its consolidated financial statements and related disclosures.

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Business Combinations

In January 2017, the FASB issued ASU No. 2017-01, Clarifying the Definition of a Business (ASU 2017-01), which requires an evaluation of whether substantially all of the fair value of assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If so, the transaction does not qualify as a business. The guidance also requires an acquired business to include at least one substantive process and narrows the definition of outputs. The Company is required to apply this guidance to annual periods beginning after December 15, 2017, including interim periods within those periods, or the Company's first quarter of fiscal 2019. The adoption of this ASC may have an impact on accounting for any future acquisitions the Company may have.

Goodwill

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment. The new guidance simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The new guidance is effective for annual periods or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, or the Company's first quarter of fiscal 2021. The amendment should be applied on a prospective basis. Based on the Company's most recent annual goodwill impairment test performed as of June 25, 2017, there were no reporting units for which the carrying amount of the reporting unit exceeded its fair value; therefore, this ASU would not currently have an impact on the Company's consolidated financial statements and related disclosures. However, if upon adoption the carrying amount of a reporting unit exceeds its fair value, the Company would be impacted by the amount of impairment recognized.

Income Taxes

On December 22, 2017, the U.S. Tax Cuts and Jobs Act (the "Tax Reform Act") was signed into law by the U.S. government. The Tax Reform Act significantly revised the U.S. corporate income tax code by, among other things, lowering the U.S. federal corporate tax rate from 35% to 21% effective January 1, 2018. U.S. GAAP requires that the impact of tax legislation be recognized in the period in which the law was enacted.

The Securities and Exchange Commission issued Staff Accounting Bulletin No. 118 ("SAB 118") on December 22, 2017. This guidance allows registrants a "measurement period," not to exceed one year from the date of enactment, to complete their accounting for the tax effects of the Tax Reform Act. SAB 118 further directs that during the measurement period, registrants who are able to make reasonable estimates of the tax effects of the Tax Reform Act should include those amounts in their financial statements as "provisional" amounts. Registrants should reflect adjustments over subsequent periods as they are able to refine their estimates and complete their accounting for the tax effects of the Tax Reform Act. The Company has made reasonable estimates and recorded provisional amounts within the meaning of SAB 118. Any adjustments recorded to the provisional amounts through the first quarter of fiscal 2019 will be included as an adjustment to tax expense. The provisional amounts incorporate assumptions made based upon the Company's current interpretation of the Tax Reform Act and may change as the Company receives additional clarification and implementation guidance.

In March 2018, the FASB issued ASU No. 2018-05, Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118. This ASU adds guidance that answers questions regarding how certain income tax effects from the Tax Reform Act should be applied to companies' financial statements. The guidance also lists which financial statement disclosures are required under a measurement period approach.

As a result of the Tax Reform Act, the Company recorded a provisional tax benefit of \$16.3 million due to the remeasurement of its deferred tax assets and liabilities in the three months ended December 30, 2017. The Company has not made any changes to this provisional tax benefit during the period ended June 30, 2018. This tax benefit represents provisional amounts and the Company's current best estimates.

2. 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.

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 June 30, 2018 (in thousands):

	Level 1	Level 2	Level 3	Total
Liabilities:				
Liability for contingent consideration (a)	\$ —	\$ —	\$ —7,645	\$ 7,645
Total liabilities	\$ —	\$ —	\$ —7,645	\$ 7,645

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 June 24, 2017 (in thousands):

	Level 1	Level 2	Level 3	Total
Liabilities:				
Liability for contingent consideration (a)	\$ —	\$ —	\$ —4,095	\$ 4,095
Total liabilities	\$ —	\$ —	\$ —4,095	\$ 4,095

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 30, 2017:

	Level 1	Level 2	Level 3	Total
Liabilities:				
Liability for contingent consideration (a)	\$ —	\$ —	\$ —9,343	\$ 9,343
Total liabilities	\$ —	\$ —	\$ —9,343	\$ 9,343

The liability for contingent consideration relates to an earn-out for B2E, acquired in December 2012, future performance-based contingent payments for Hydro-Organics Wholesale, Inc., acquired in October 2015, and future performance-based contingent payment for Segrest, Inc., acquired in October 2016. The fair value of the estimated (a) contingent consideration arrangement is determined based on the Company's evaluation as to the probability and 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 the Company's consolidated balance sheets.

The following table provides a summary of the changes in fair value of the Company's Level 3 financial instruments for the periods ended June 30, 2018 and June 24, 2017 (in thousands):

	Amount
Balance September 30, 2017	\$9,343
Estimated contingent performance-based consideration established at the time of acquisition	—
Changes in the fair value of contingent performance-based payments established at the time of acquisition	(1,494)
Performance-based payments	(204)
Balance June 30, 2018	\$7,645
	Amount
Balance September 24, 2016	\$5,113
Estimated contingent performance-based consideration established at the time of acquisition	—
Changes in the fair value of contingent performance-based payments established at the time of acquisition	204
Performance-based payments	(1,222)
Balance June 24, 2017	\$4,095

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 periods ended June 30, 2018 and June 24, 2017, the Company was not required to measure any significant non-financial assets and liabilities at fair value.

Fair Value of Other Financial Instruments

In December 2017, the Company issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The estimated fair value of the Company's 2028 Notes as of June 30, 2018 was \$278.7 million compared to a carrying value of \$295.5 million.

In November 2015, the Company issued \$400 million aggregate principal amount of 6.125% senior notes due November 2023 (the "2023 Notes"). The estimated fair value of the Company's 2023 Notes as of June 30, 2018, June 24, 2017 and September 30, 2017 was \$414.5 million, \$430.5 million and \$427.9 million, respectively, compared to a carrying value of \$395.8 million, \$395.0 million and \$395.2 million, respectively.

3. Acquisitions

General Pet Supply

On April 2, 2018, the Company purchased all of the business assets of General Pet Supply, a leading Midwestern U.S. supplier of pet food and supplies for a purchase price of approximately \$24.5 million. The purchase price exceeded the estimated fair value of the net tangible assets acquired by approximately \$14.1 million, which is included in other assets in the Company's condensed consolidated balance sheet as of June 30, 2018. The Company has not yet finalized the allocation of the purchase price to the fair value of the tangible assets, intangible assets and liabilities acquired. Financial results of General Pet Supply have been included in the results of operations within the Pet segment since the date of acquisition. The acquisition is expected to broaden Central's national pet supplies distribution footprint, expand its food distribution business, and provide the Company with access to the veterinary channel.

Bell Nursery Holdings, LLC

On March 12, 2018, the Company purchased Bell Nursery Holdings, LLC ("Bell"), a leading grower and distributor of live flowers and plants in the mid-Atlantic region of the United States, for a purchase price of approximately \$61 million plus contingent consideration of up to \$10 million. The purchase price exceeded the estimated fair value of the net tangible assets acquired by approximately \$11.6 million, which is included in other assets in the condensed consolidated balance sheet as of June 30, 2018. The Company has not yet finalized the allocation of the purchase price to the fair value of the tangible assets, intangible assets and liabilities acquired. Financial results of Bell have been included in the results of operations within the Garden segment since the date of acquisition. The acquisition is expected to complement the Company's existing garden portfolio.

K&H Manufacturing

On April 28, 2017, the Company purchased K&H Manufacturing ("K&H"), a producer of premium pet supplies and the largest marketer of heated pet products in the country, for a purchase price of approximately \$48.0 million. The purchase price exceeded the estimated fair value of the net tangible assets acquired by approximately \$41.8 million, of which \$29.2 million was allocated to identified intangible assets and approximately \$12 million is included in goodwill in the Company's condensed consolidated balance sheet as of June 30, 2018. Financial results of K&H have been included in the results of operations within the Pet segment since the date of acquisition. The following table summarizes the purchase price and recording of fair values of the assets acquired and liabilities assumed as of the acquisition date and subsequent adjustments.

In thousands	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	\$ 5,439	\$ 613	\$ 6,052
Land, buildings, improvements and equipment - net	315	—	315
Goodwill	—	11,968	11,968
Other assets	41,781	(41,781)	—
Other intangible assets - net	—	29,200	29,200
Current liabilities	(757)	—	(757)
Net assets acquired, less cash and cash equivalents	\$ 46,778	\$ —	\$ 46,778

(1) As previously reported in the Company's Form 10-Q for the periods ended June 24, 2017 and December 30, 2017, and the Company's Form 10-K for the period ended September 30, 2017.

Proforma financial information has not been presented as the General Pet Supply, Bell and K&H acquisitions were not considered material to the Company's overall consolidated financial statements during the periods presented.

4. Inventories, net

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

	June 30, 2018	June 24, 2017	September 30, 2017
Raw materials	\$118,826	\$118,097	\$116,591
Work in progress	33,306	16,573	16,394
Finished goods	263,416	243,053	241,420
Supplies	12,459	5,726	7,696
Total inventories, net	\$428,007	\$383,449	\$382,101

5. Goodwill

The Company tests goodwill for impairment annually (as of the first day of the fourth fiscal quarter), 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, by first assessing qualitative factors to determine whether it is more likely than not the fair value of the reporting unit is less than its carrying amount. If it is determined that it is more likely than not the fair value of the reporting unit is greater than its carrying amount, it is unnecessary to perform the two-step goodwill impairment test. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the two-step test is performed to identify potential goodwill impairment. Based on certain circumstances, the Company may elect to bypass the qualitative assessment and proceed directly to performing the first step of the two-step goodwill impairment test, which compares the fair value of the Company's reporting units to their related carrying values, including goodwill. If the fair value of the reporting unit is less than its carrying value, the Company performs an additional step to determine the implied fair value of goodwill associated with that reporting unit. The implied fair value of goodwill is determined by first allocating the fair value of the reporting unit to all of its assets and liabilities and then computing the excess of the reporting unit's fair value over the amounts assigned to the assets and liabilities. If the carrying value of goodwill exceeds the implied fair value of goodwill, such excess represents the amount of goodwill impairment, and, accordingly, the Company recognizes such impairment. The Company's goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of its two reporting units to the Company's total market capitalization.

6. Other Intangible Assets

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

	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
	(in millions)			
June 30, 2018				
Marketing-related intangible assets – amortizable	\$ 16.9	\$ (13.8)	\$ —	\$ 3.1
Marketing-related intangible assets – nonamortizable	70.6	—	(26.0)	44.6
Total	87.5	(13.8)	(26.0)	47.7
Customer-related intangible assets – amortizable	115.7	(39.7)		76.0
Other acquired intangible assets – amortizable	22.1	(13.8)		8.3
Other acquired intangible assets – nonamortizable	7.8		(1.2)	6.6
Total	29.9	(13.8)	(1.2)	14.9
Total other intangible assets	\$ 233.1	\$ (67.3)	\$ (27.2)	\$ 138.6
	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
	(in millions)			
June 24, 2017				
Marketing-related intangible assets – amortizable	\$ 14.9	\$ (11.9)	\$ —	\$ 3.0
Marketing-related intangible assets – nonamortizable	62.7	—	(26.0)	36.7
Total	77.6	(11.9)	(26.0)	39.7
Customer-related intangible assets – amortizable	64.3	(29.0)	—	35.3
Other acquired intangible assets – amortizable	20.8	(12.4)	—	8.4
Other acquired intangible assets – nonamortizable	7.8	—	(1.2)	6.6
Total	28.6	(12.4)	(1.2)	15.0
Total other intangible assets	\$ 170.5	\$ (53.3)	\$ (27.2)	\$ 90.0
	Gross	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
	(in millions)			
September 30, 2017				
Marketing-related intangible assets – amortizable	\$ 16.9	\$ (12.7)	\$ —	\$ 4.2
Marketing-related intangible assets – nonamortizable	62.7	—	(26.0)	36.7
Total	79.6	(12.7)	(26.0)	40.9
Customer-related intangible assets – amortizable	91.6	(32.2)	—	59.4
Other acquired intangible assets – amortizable	22.1	(12.9)	—	9.2
Other acquired intangible assets – nonamortizable	7.8	—	(1.2)	6.6
Total	29.9	(12.9)	(1.2)	15.8
Total other intangible assets	\$ 201.1	\$ (57.8)	\$ (27.2)	\$ 116.1

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

As part of its acquisition of K&H in the second quarter of fiscal 2017, the Company acquired approximately \$7.9 million of indefinite-lived marketing-related intangible assets and \$21.3 million of customer-related intangible assets, which will be amortized over a ten year life.

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. Other factors indicating the carrying value of the Company's amortizable intangible assets may not be recoverable were not present in fiscal 2017 or during the nine months ended June 30, 2018, and accordingly, no impairment testing was performed on these assets.

The Company amortizes its acquired intangible assets with definite lives over periods ranging from 3 to 25 years; over weighted average remaining lives of 4 years for marketing-related intangibles, 10 years for customer-related intangibles and 11 years for other acquired intangibles. Amortization expense for intangibles subject to amortization was approximately \$2.9 million and \$1.4 million for the three months ended June 30, 2018 and June 24, 2017, respectively, and \$8.7 million and \$4.3 million for the nine months ended June 30, 2018 and June 24, 2017, 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 \$10 million per year from fiscal 2018 through fiscal 2022.

7. Long-Term Debt

Long-term debt consists of the following:

	June 30, 2018	June 24, 2017	September 30, 2017
	(in thousands)		
Senior notes, interest at 6.125%, payable semi-annually, principal due November 2023	\$400,000	\$400,000	\$400,000
Senior notes, interest at 5.125%, payable semi-annually, principal due February 2028	300,000	—	—
Unamortized debt issuance costs	(8,741)	(5,039)	(4,840)
Net carrying value	691,259	394,961	395,160
Asset-based revolving credit facility, interest at LIBOR plus a margin of 1.25% to 1.50% or Base Rate plus a margin of 0.25% to 0.50%, final maturity April 2021	—	40,000	—
Other notes payable	601	488	493
Total	691,860	435,449	395,653
Less current portion	(119)	(375)	(375)
Long-term portion	\$691,741	\$435,074	\$395,278

Senior Notes

\$300 Million 5.125% Senior Notes

On December 14, 2017, the Company issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The Company will use the net proceeds from the offering to finance future acquisitions and for general corporate purposes.

The Company incurred approximately \$4.8 million of debt issuance costs in conjunction with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2028 Notes.

The 2028 Notes require semiannual interest payments on February 1 and August 1, commencing August 1, 2018. The 2028 Notes are unconditionally guaranteed on a senior basis by the Company's existing and future domestic restricted subsidiaries who are borrowers under or guarantors of Central's senior secured revolving credit facility or who guarantee the 2023 Notes.

The Company may redeem some or all of the 2028 Notes at any time, at its option, prior to January 1, 2023 at the principal amount plus a "make whole" premium. At any time prior to January 1, 2021, the Company may also redeem,

at its option, up to 35% of the original

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aggregate principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 105.125% of the principal amount of the notes. The Company may redeem some or all of the 2028 Notes, at its option, at any time on or after January 1, 2023 for 102.563%, on or after January 1, 2024 for 101.708%, on or after January 1, 2025 for 100.854%, and on or after January 1, 2026 for 100.0%, plus accrued and unpaid interest.

The holders of the 2028 Notes have the right to require us to repurchase all or a portion of the 2028 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 2028 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 as of June 30, 2018.

\$400 Million 6.125% Senior Notes

On November 9, 2015, the Company issued \$400 million aggregate principal amount of 6.125% senior notes due November 2023 (the "2023 Notes"). In December 2015, the Company used the net proceeds from the offering, together with available cash, to redeem its \$400 million aggregate principal amount of 8.25% senior subordinated notes due March 1, 2018 ("2018 Notes") at a price of 102.063% of the principal amount and to pay fees and expenses related to the offering. The 2023 Notes are unsecured senior obligations and are subordinated to all of the Company's existing and future secured debt, including the Company's Credit Facility, to the extent of the value of the collateral securing such indebtedness.

The Company incurred approximately \$6.3 million of debt issuance costs in conjunction with these transactions, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2023 Notes.

The 2023 Notes require semiannual interest payments on May 15 and November 15. The 2023 Notes are unconditionally guaranteed on a senior basis by each of the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of Central's senior secured revolving credit facility. The 2023 Notes are unsecured senior obligations and are subordinated to all of the Company's existing and future secured debt, including the Company's Credit Facility, to the extent of the value of the collateral securing such indebtedness.

The Company may redeem some or all of the 2023 Notes at any time, at its option, prior to November 15, 2018 at the principal amount plus a "make whole" premium. At any time prior to November 15, 2018, the Company may also redeem, at its option, up to 35% of the original aggregate principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 106.125% of the principal amount of the notes. The Company may redeem some or all of the 2023 Notes, at its option, at any time on or after November 15, 2018 for 104.594%, on or after November 15, 2019 for 103.063%, on or after November 15, 2020 for 101.531% and on or after November 15, 2021 for 100%, plus accrued and unpaid interest.

The holders of the 2023 Notes have the right to require the Company to repurchase all or a portion of the 2023 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 2023 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 as of June 30, 2018.

Asset-Based Loan Facility Amendment

On April 22, 2016, the Company entered into an amended and restated credit agreement which provides up to a \$400 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 April 22, 2021. 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 June 30, 2018, there were no borrowings outstanding and no letters of credit outstanding under the Credit Facility. There were other letters of credit of \$3.3 million outstanding as of June 30, 2018.

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. As of June 30, 2018, the borrowing base and remaining borrowing availability was \$400.0 million. Borrowings under the Credit Facility 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 consolidated senior leverage ratio. Such applicable margin for LIBOR-based borrowings fluctuates between 1.25% - 1.50%, and was 1.25% as of June 30, 2018, and such applicable margin for Base Rate borrowings fluctuates

between 0.25%-0.5%, and was 0.25% as of June 30, 2018. As of June 30, 2018, the applicable interest rate related to Base Rate borrowings was 5.3%, and the applicable interest rate related to LIBOR-based borrowings was 3.3%. The Company incurred approximately \$1.2 million of debt issuance costs in conjunction with this transaction, which included underwriter fees, legal and accounting expenses. The debt issuance costs are being amortized over the term of the Credit Facility.

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 financial covenants under the Credit Facility during the quarter ended June 30, 2018.

8. 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 six months ended June 30, 2018 and June 24, 2017.

(in thousands)	Controlling Interest					Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total	Noncontrolling Interest	Total
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital						
Balance September 30, 2017	\$ 122	\$ 380	\$ 16	\$ 396,790	\$ 239,329	\$ (951)	\$ 635,686	\$ 1,456	\$ 637,142	
Comprehensive income					113,026	(202)	112,824	727	113,551	
Amortization of share-based awards				6,865			6,865		6,865	
Restricted share activity, including net share settlement	(1)	1		(7,135)			(7,135)		(7,135)	
Issuance of common stock, including net share settlement of stock options		3		(4,108)			(4,105)		(4,105)	
Distribution to Noncontrolling interest								(1,597)	(1,597)	
Balance June 30, 2018	\$ 121	\$ 384	\$ 16	\$ 392,412	\$ 352,355	\$ (1,153)	\$ 744,135	\$ 586	\$ 744,721	

(in thousands)	Controlling Interest					Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total	Noncontrolling Interest	Total
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital						
Balance September 24, 2016	\$ 120	\$ 374	\$ 16	\$ 393,297	\$ 160,501	\$ (1,294)	\$ 553,014	\$ 1,573	\$ 554,587	
Comprehensive income					74,569	(193)	74,376	1,358	75,734	
Amortization of share-based awards				6,377			6,377		6,377	
Restricted share activity, including net share settlement		(1)		(7,491)			(7,492)		(7,492)	
Issuance of common stock, including net share settlement of stock options	2	6		(16,358)			(16,350)		(16,350)	
Tax benefit on stock option exercise, net of tax deficiency				17,170			17,170		17,170	
Distribution to Noncontrolling interest								(1,019)	(1,019)	
Balance June 24, 2017	\$ 122	\$ 379	\$ 16	\$ 392,995	\$ 235,070	\$ (1,487)	\$ 627,095	\$ 1,912	\$ 629,007	

9. Stock-Based Compensation

The Company recognized share-based compensation expense of \$8.6 million and \$8.2 million for the nine months ended June 30, 2018 and June 24, 2017, respectively, as a component of selling, general and administrative expenses. The tax benefit associated with share-based compensation expense for the nine months ended June 30, 2018 and June 24, 2017 was \$2.4 million and \$3.0 million, respectively.

10. Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted per share computations for income from continuing operations.

	Three Months Ended June 30, 2018			Nine Months Ended June 30, 2018		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic EPS:						
Net income available to common shareholders	\$41,545	51,134	\$0.81	\$113,026	50,938	\$2.22
Effect of dilutive securities:						
Options to purchase common stock		932	(0.01)		1,058	(0.05)
Restricted shares		509	(0.01)		674	(0.02)
Diluted EPS:						
Net income available to common shareholders	\$41,545	52,575	\$0.79	\$113,026	52,670	\$2.15

	Three Months Ended June 24, 2017			Nine Months Ended June 24, 2017		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic EPS:						
Net income available to common shareholders	\$32,248	50,507	\$0.64	\$74,569	50,084	\$1.49
Effect of dilutive securities:						
Options to purchase common stock		810	(0.01)		1,080	(0.03)
Restricted shares		508	(0.01)		605	(0.02)
Diluted EPS:						
Net income available to common shareholders	\$32,248	51,825	\$0.62	\$74,569	51,769	\$1.44

Options to purchase 2.4 million shares of common stock at prices ranging from \$6.43 to \$38.10 per share were outstanding at June 30, 2018, and options to purchase 2.7 million shares of common stock at prices ranging from \$6.43 to \$31.76 per share were outstanding at June 24, 2017.

For each of the three month periods ended June 30, 2018 and June 24, 2017, options to purchase 0.6 million shares of common stock were outstanding but were not included in the computation of diluted earnings per share, because the option exercise prices were greater than the average market price of the common shares and, therefore, the effect would be anti-dilutive.

For the nine months ended June 30, 2018 and June 24, 2017, options to purchase 0.6 million shares of common stock were outstanding but were not included in the computation of diluted earnings per share, because the option exercise prices were greater than the average market price of the common shares and, therefore, the effect would be anti-dilutive.

11. 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		Nine Months Ended	
	June 30, 2018	June 24, 2017	June 30, 2018	June 24, 2017
Net sales:				
Pet segment	\$354,760	\$313,437	\$1,001,497	\$915,876
Garden segment	303,183	261,155	711,551	648,138
Total net sales	\$657,943	\$574,592	\$1,713,048	\$1,564,014
Operating Income				
Pet segment	39,242	36,092	108,202	104,143
Garden segment	40,929	38,369	93,975	87,050
Corporate	(19,352)	(16,528)	(53,051)	(49,462)
Total operating income	60,819	57,933	149,126	141,731
Interest expense - net	(10,013)	(7,220)	(27,113)	(20,877)
Other income (expense)	2,126	1,626	542	(306)
Income tax expense	11,395	19,450	8,802	44,621
Income including noncontrolling interest	41,537	32,889	113,753	75,927
Net income (loss) attributable to noncontrolling interest	(8)	641	727	1,358
Net income attributable to Central Garden & Pet Company	\$41,545	\$32,248	\$113,026	\$74,569
Depreciation and amortization:				
Pet segment	\$7,626	6,794	\$21,715	\$18,798
Garden segment	2,789	1,651	6,065	4,686
Corporate	2,172	2,585	7,092	7,890
Total depreciation and amortization	\$12,587	\$11,030	\$34,872	\$31,374
	June 30, 2018	June 24, 2017	September 30, 2017	
Assets:				
Pet segment	\$687,561	\$622,567	\$612,337	
Garden segment	486,603	368,365	311,026	
Corporate	534,241	330,409	383,543	
Total assets	\$1,708,405	\$1,321,341	\$1,306,906	
Goodwill (included in corporate assets above):				
Pet segment	\$262,770	\$224,912	\$250,802	
Garden segment	5,473	5,473	5,473	
Total goodwill	\$268,243	\$230,385	\$256,275	

12. 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 2023 Notes and 2028 Notes. Certain subsidiaries and operating divisions are not guarantors of the 2023 Notes and 2028 Notes. Those subsidiaries that are guarantors and co-obligors of the 2023 Notes and 2028 Notes are as follows:

Farnam Companies, Inc.

Four Paws Products Ltd.

Gulfstream Home & Garden, Inc.

Hydro-Organics Wholesale, Inc.

IMS Trading, LLC

IMS Southern, LLC

K&H Manufacturing, LLC

Kaytee Products, Inc.

Matson, LLC

New England Pottery, LLC

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

Pets International, Ltd.

Segrest, Inc. (including Blue Springs Hatchery, Inc., Segrest Farms, Inc., Florida Tropical Distributors International, Inc., Sun Pet, Ltd, Aquatica Tropicals, Inc., Quality Pets, LLC and Midwest Tropicals, LLC)

T.F.H. Publications, Inc.

Wellmark International (including B2E Corporation, B2E Microbials, LLC, B2E Manufacturing, LLC, Four Star Microbial Products, LLC 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 June 30, 2018
(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 208,095	\$ 93,122	\$ 379,059	\$ (22,333)	\$ 657,943
Cost of goods sold and occupancy	161,192	67,308	247,559	(20,180)	455,879
Gross profit	46,903	25,814	131,500	(2,153)	202,064
Selling, general and administrative expenses	45,974	14,837	82,587	(2,153)	141,245
Operating income (loss)	929	10,977	48,913	—	60,819
Interest expense	(10,470)	(125)	(2)	—	(10,597)
Interest income	583	1	—	—	584
Other (expense) income	1,965	(394)	555	—	2,126
Income (loss) before taxes and equity in earnings (losses) of affiliates	(6,993)	10,459	49,466	—	52,932
Income tax expense (benefit)	(2,633)	236	13,792	—	11,395
Equity in earnings (losses) of affiliates	45,905	—	261	(46,166)	—
Net income (loss) including noncontrolling interest	41,545	10,223	35,935	(46,166)	41,537
Net income attributable to noncontrolling interest	—	(8)	—	—	(8)
Net income (loss) attributable to Central Garden & Pet Company	\$ 41,545	\$ 10,231	\$ 35,935	\$ (46,166)	\$ 41,545

CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
Three Months Ended June 24, 2017
(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 184,719	\$ 29,067	\$ 387,333	\$ (26,527)	\$ 574,592
Cost of goods sold and occupancy	142,533	20,636	252,678	(24,528)	391,319
Gross profit	42,186	8,431	134,655	(1,999)	183,273
Selling, general and administrative expenses	39,234	5,476	82,629	(1,999)	125,340
Operating income (loss)	2,952	2,955	52,026	—	57,933
Interest expense	(7,213)	(54)	(6)	—	(7,273)
Interest income	53	—	—	—	53
Other expense	1,064	86	476	—	1,626
Income (loss) before taxes and equity in earnings (losses) of affiliates	(3,144)	2,987	52,496	—	52,339
Income tax expense (benefit)	(1,178)	1,096	19,532	—	19,450
Equity in earnings (losses) of affiliates	34,214	—	1,302	(35,516)	—
Net income (loss) including noncontrolling interest	32,248	1,891	34,266	(35,516)	32,889
Net income attributable to noncontrolling interest	—	641	—	—	641
Net income (loss) attributable to Central Garden & Pet Company	\$ 32,248	\$ 1,250	\$ 34,266	\$ (35,516)	\$ 32,248

CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
 Nine Months Ended June 30, 2018
 (in thousands)

	Parent	Non- Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 562,620	\$ 139,298	\$ 1,077,831	\$ (66,701)	\$ 1,713,048
Cost of goods sold and occupancy	438,539	103,316	704,682	(61,847)	1,184,690
Gross profit	124,081	35,982	373,149	(4,854)	528,358
Selling, general and administrative expenses	124,290	25,274	234,522	(4,854)	379,232
Operating income (loss)	(209)	10,708	138,627	—	149,126
Interest expense	(28,365)	(203)	(9)	—	(28,577)
Interest income	1,461	3	—	—	1,464
Other income (expense)	155	(140)	527	—	542
Income (loss) before taxes and equity in earnings of affiliates	(26,958)	10,368	139,145	—	122,555
Income tax expense (benefit)	(1,961)	(31)	10,794	—	8,802
Equity in earnings of affiliates	138,023	—	1,202	(139,225)	—
Net income including noncontrolling interest	113,026	10,399	129,553	(139,225)	113,753
Net income attributable to noncontrolling interest	—	727	—	—	727
Net income attributable to Central Garden & Pet Company	\$ 113,026	\$ 9,672	\$ 129,553	\$ (139,225)	\$ 113,026

CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
 Nine Months Ended June 24, 2017
 (in thousands)

	Parent	Non- Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 531,028	\$ 69,183	\$ 1,032,444	\$ (68,641)	\$ 1,564,014
Cost of goods sold and occupancy	409,262	52,442	678,798	(63,968)	1,076,534
Gross profit	121,766	16,741	353,646	(4,673)	487,480
Selling, general and administrative expenses	114,546	14,014	221,862	(4,673)	345,749
Operating income	7,220	2,727	131,784	—	141,731
Interest expense	(20,823)	(136)	(17)	—	(20,976)
Interest income	98	1	—	—	99
Other income (expense)	(276)	(301)	271	—	(306)
Income (loss) before taxes and equity in earnings of affiliates	(13,781)	2,291	132,038	—	120,548
Income tax expense (benefit)	(5,088)	1,133	48,576	—	44,621
Equity in earnings of affiliates	83,262	—	875	(84,137)	—
Net income including noncontrolling interest	74,569	1,158	84,337	(84,137)	75,927
Net income attributable to noncontrolling interest	—	1,358	—	—	1,358
Net income (loss) attributable to Central Garden & Pet Company	\$ 74,569	\$ (200)	\$ 84,337	\$ (84,137)	\$ 74,569

CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
 Three Months Ended June 30, 2018
 (in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net income	\$ 41,545	\$ 10,223	\$ 35,935	\$ (46,166)	\$ 41,537
Other comprehensive income (loss):					
Foreign currency translation	(480)	(323)	(35)	358	(480)
Total comprehensive income	41,065	9,900	35,900	(45,808)	41,057
Comprehensive loss attributable to noncontrolling interests	—	(8)	—	—	(8)
Comprehensive income attributable to Central Garden & Pet Company	\$ 41,065	\$ 9,908	\$ 35,900	\$ (45,808)	\$ 41,065

CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
 Three Months Ended June 24, 2017
 (in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss)	\$ 32,248	\$ 1,891	\$ 34,266	\$ (35,516)	\$ 32,889
Other comprehensive income:					
Foreign currency translation	172	116	19	(135)	172
Total comprehensive income	32,420	2,007	34,285	(35,651)	33,061
Comprehensive income attributable to noncontrolling interests	—	641	—	—	641
Comprehensive income attributable to Central Garden & Pet Company	\$ 32,420	\$ 1,366	\$ 34,285	\$ (35,651)	\$ 32,420

CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
 Nine Months Ended June 30, 2018
 (in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net income	\$ 113,026	\$ 10,399	\$ 129,553	\$ (139,225)	\$ 113,753
Other comprehensive loss:	—	—	—	—	—
Foreign currency translation	(202)	(74)	(99)	173	(202)
Total comprehensive income	112,824	10,325	129,454	(139,052)	113,551
Comprehensive income attributable to noncontrolling interests	—	727	—	—	727
Comprehensive income attributable to Central Garden & Pet Company	\$ 112,824	\$ 9,598	\$ 129,454	\$ (139,052)	\$ 112,824

CONSOLIDATING CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(LOSS)

Nine Months Ended June 24, 2017

(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net income	\$ 74,569	\$ 1,158	\$ 84,337	\$ (84,137)	\$ 75,927
Other comprehensive loss:					
Foreign currency translation	(193)	(144)	(11)	155	(193)
Total comprehensive income	74,376	1,014	84,326	(83,982)	75,734
Comprehensive income attributable to noncontrolling interests	—	1,358	—	—	1,358
Comprehensive income (loss) attributable to Central Garden & Pet Company	\$ 74,376	\$ (344)	\$ 84,326	\$ (83,982)	\$ 74,376

CONSOLIDATING CONDENSED BALANCE SHEET

June 30, 2018

(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	\$ 196,051	\$ 5,060	\$ 3,277	\$—	\$ 204,388
Restricted cash	13,978	—	—	—	13,978
Accounts receivable, net	122,534	20,612	205,635	—	348,781
Inventories	124,029	36,841	267,137	—	428,007
Prepaid expenses and other	6,032	2,065	18,638	—	26,735
Total current assets	462,624	64,578	494,687	—	1,021,889
Land, buildings, improvements and equipment, net	35,000	34,024	142,793	—	211,817
Goodwill	15,058	—	253,185	—	268,243
Other long-term assets	72,697	14,009	131,010	(11,260)	206,456
Intercompany receivable	40,342	—	684,808	(725,150)	—
Investment in subsidiaries	1,583,729	—	—	(1,583,729)	—
Total	\$ 2,209,450	\$ 112,611	\$ 1,706,483	\$ (2,320,139)	\$ 1,708,405
LIABILITIES AND EQUITY					
Accounts payable	\$ 32,330	\$ 13,242	\$ 62,557	\$—	\$ 108,129
Accrued expenses	61,367	7,256	54,274	—	122,897
Current portion of long-term debt	106	—	13	—	119
Total current liabilities	93,803	20,498	116,844	—	231,145
Long-term debt	691,591	—	150	—	691,741
Intercompany payable	671,405	53,745	—	(725,150)	—
Losses in excess of investment in subsidiaries	—	—	24,967	(24,967)	—
Other long-term obligations	8,516	—	43,542	(11,260)	40,798
Total Central Garden & Pet shareholders' equity	744,135	37,782	1,520,980	(1,558,762)	744,135
Noncontrolling interest	—	586	—	—	586
Total equity	744,135	38,368	1,520,980	(1,558,762)	744,721
Total	\$ 2,209,450	\$ 112,611	\$ 1,706,483	\$ (2,320,139)	\$ 1,708,405

CONSOLIDATING CONDENSED BALANCE SHEET

June 24, 2017

(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	\$929	\$ 10,118	\$ 3,426	\$—	\$ 14,473
Restricted cash	10,999	—	—	—	10,999
Accounts receivable, net	92,703	9,842	176,959	—	279,504
Inventories	127,307	10,567	245,575	—	383,449
Prepaid expenses and other	5,497	1,041	15,020	—	21,558
Total current assets	237,435	31,568	440,980	—	709,983
Land, buildings, improvements and equipment, net	37,823	4,065	135,896	—	177,784
Goodwill	15,058	—	215,327	—	230,385
Other long-term assets	48,446	3,218	167,858	(16,333)	203,189
Intercompany receivable	36,783	—	601,317	(638,100)	—
Investment in subsidiaries	1,369,307	—	—	(1,369,307)	—
Total	\$1,744,852	\$ 38,851	\$ 1,561,378	\$(2,023,740)	\$ 1,321,341
LIABILITIES AND EQUITY					
Accounts payable	\$34,562	\$ 7,832	\$ 64,014	\$—	\$ 106,408
Accrued expenses	57,235	2,632	52,224	—	112,091
Current portion of long-term debt	—	—	375	—	375
Total current liabilities	91,797	10,464	116,613	—	218,874
Long-term debt	434,962	—	112	—	435,074
Intercompany payable	588,378	49,722	—	(638,100)	—
Losses in excess of investment in subsidiaries	—	—	19,327	(19,327)	—
Other long-term obligations	2,620	—	52,099	(16,333)	38,386
Total Central Garden & Pet shareholders' equity (deficit)	627,095	(23,247)	1,373,227	(1,349,980)	627,095
Noncontrolling interest	—	1,912	—	—	1,912
Total equity (deficit)	627,095	(21,335)	1,373,227	(1,349,980)	629,007
Total	\$1,744,852	\$ 38,851	\$ 1,561,378	\$(2,023,740)	\$ 1,321,341

CONSOLIDATING CONDENSED BALANCE SHEET

September 30, 2017

(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	\$ 19,238	\$ 11,693	\$ 1,466	\$—	\$ 32,397
Restricted cash	12,645	—	—	—	12,645
Accounts receivable, net	78,692	5,586	153,590	—	237,868
Inventories	125,797	9,493	246,811	—	382,101
Prepaid expenses and other assets	6,059	811	11,175	—	18,045
Total current assets	242,431	27,583	413,042	—	683,056
Land, buildings, improvements and equipment, net	38,170	4,225	138,518	—	180,913
Goodwill	15,058	—	241,217	—	256,275
Other long-term assets	61,715	2,376	146,372	(23,801)	186,662
Intercompany receivable	36,606	—	662,137	(698,743)	—
Investment in subsidiaries	1,383,633	—	—	(1,383,633)	—
Total	\$ 1,777,613	\$ 34,184	\$ 1,601,286	\$(2,106,177)	\$ 1,306,906
LIABILITIES AND EQUITY					
Accounts payable	\$ 36,760	\$ 3,076	\$ 63,447	\$—	\$ 103,283
Accrued expenses and other liabilities	54,909	2,391	59,249	—	116,549
Current portion of long term debt	—	—	375	—	375
Total current liabilities	91,669	5,467	123,071	—	220,207
Long-term debt	395,160	—	118	—	395,278
Intercompany payable	647,409	51,334	—	(698,743)	—
Losses in excess of investment in subsidiaries	—	—	19,782	(19,782)	—
Other long-term obligations	7,689	—	70,391	(23,801)	54,279
Total Central Garden & Pet shareholders' equity (deficit)	635,686	(24,073)	1,387,924	(1,363,851)	635,686
Noncontrolling interest	—	1,456	—	—	1,456
Total equity (deficit)	635,686	(22,617)	1,387,924	(1,363,851)	637,142
Total	\$ 1,777,613	\$ 34,184	\$ 1,601,286	\$(2,106,177)	\$ 1,306,906

CONSOLIDATING CONDENSED STATEMENT OF CASH
FLOWS

Nine Months Ended June 30, 2018

(in thousands)

	Parent	Non- Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided (used) by operating activities	\$(20,284)	\$ (101)	\$ 44,534	\$ (6,387)	\$ 17,762
Additions to property and equipment	(6,508)	(986)	(19,509)	—	(27,003)
Payments to acquire companies, net of cash acquired	(86,777)	—	—	—	(86,777)
Change in restricted cash and cash equivalents	(1,333)	—	—	—	(1,333)
Investments	(8,048)	—	—	—	(8,048)
Other investing activities	(2,655)	—	—	—	(2,655)
Intercompany investing activities	(3,737)	—	(22,671)	26,408	—
Net cash used by investing activities	(109,058)	(986)	(42,180)	26,408	(125,816)
Repayments on revolving line of credit	(23,000)	—	—	—	(23,000)
Borrowings under revolving line of credit	23,000	—	—	—	23,000
Issuance of long-term debt	300,000	—	—	—	300,000
Repayments under long-term debt	(27)	—	(368)	—	(395)
Payment of financing costs	(4,770)	—	—	—	(4,770)
Repurchase of common stock	(12,942)	—	—	—	(12,942)
Distribution to parent	—	(6,387)	—	6,387	—
Distribution to noncontrolling interest	—	(1,597)	—	—	(1,597)
Payment of contingent consideration liability	—	—	(204)	—	(204)
Intercompany financing activities	23,997	2,411	—	(26,408)	—
Net cash provided (used) by financing activities	306,258	(5,573)	(572)	(20,021)	280,092
Effect of exchange rate changes on cash and cash equivalents	(103)	27	29	—	(47)
Net increase (decrease) in cash and cash equivalents	176,813	(6,633)	1,811	—	171,991
Cash and cash equivalents at beginning of period	19,238	11,693	1,466	—	32,397
Cash and cash equivalents at end of period	\$ 196,051	\$ 5,060	\$ 3,277	\$ —	\$ 204,388

CONSOLIDATING CONDENSED STATEMENT OF CASH
FLOWS

Nine Months Ended June 24, 2017

(in thousands)

	Parent	Non-Guarantor Subsidiaries	Guarantor Subsidiaries	Eliminations	Consolidated
Net cash (used) provided by operating activities	\$(14,968)	\$ 2,482	\$ 59,210	\$ (4,076)	\$ 42,648
Additions to property, plant and equipment	(6,811)	(557)	(29,719)	—	(37,087)
Payments to acquire companies, net of cash acquired	(106,821)	—	—	—	(106,821)
Change in restricted cash and cash equivalents	(89)	—	—	—	(89)
Proceeds from sale of plant assets	—	—	8,301	—	8,301
Investments	(11,495)	—	—	—	(11,495)
Other investing activities	(2,735)	—	—	—	(2,735)
Intercompany investing activities	(4,005)	—	(33,943)	37,948	—
Net cash used by investing activities	(131,956)	(557)	(55,361)	37,948	(149,926)
Repayments under revolving line of credit	(416,000)	—	—	—	(416,000)
Borrowings under revolving line of credit	456,000	—	—	—	456,000
Repayments under long-term debt	(88)	—	(368)	—	(456)
Issuance of long-term debt	—	—	—	—	—
Excess tax benefits from stock-based awards	17,205	—	—	—	17,205
Repurchase of common stock	(25,654)	—	—	—	(25,654)
Distribution to parent	—	(4,076)	—	4,076	—
Distribution to noncontrolling interest	—	(1,019)	—	—	(1,019)
Payment of contingent consideration	—	—	(1,222)	—	(1,222)
Intercompany financing activities	34,414	3,534	—	(37,948)	—
Net cash provided (used) by financing activities	65,877	(1,561)	(1,590)	(33,872)	28,854
Effect of exchange rates on cash	(182)	59	38	—	(85)
Net decrease in cash and cash equivalents	(81,229)	423	2,297	—	(78,509)
Cash and cash equivalents at beginning of year	82,158	9,695	1,129	—	92,982
Cash and cash equivalents at end of year	\$929	\$ 10,118	\$ 3,426	\$ —	\$ 14,473

13. 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 with the exception of the proceeding below.

In 2012, Nite Glow Industries, Inc and its owner, Marni Markell, ("Nite Glow") filed suit in the United States District Court for New Jersey against the Company alleging that the applicator developed and used by the Company for certain of its branded topical flea and tick products infringes a patent held by Nite Glow and asserted related claims for breach of contract and misappropriation of confidential information based on the terms of a Non-Disclosure Agreement. On June 27, 2018, a jury returned a verdict in favor of Nite Glow on each of the three claims and awarded damages of approximately \$12.6 million. The case is currently in the post-trial motion phase of proceedings and is expected to proceed to appeal once all such motions have been resolved. Unless the verdicts are over-turned in the post-trial proceedings, the Company intends to vigorously pursue its rights on appeal and believes that it will prevail on the merits. While the Company believes that the ultimate resolution of this matter will not have a material impact on the Company's consolidated financial

statements, the outcome of litigation is inherently uncertain and the final resolution of this matter may result in expense to the Company in excess of management's expectations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our Company

Central Garden & Pet Company ("Central") is a leading innovator, producer and distributor of branded and private label products for the lawn & garden and pet supplies markets in the United States. The total pet food, treats and supplies industry in 2016 was estimated by Packaged Facts and the pet industry to have been approximately \$55.9 billion in annual retail sales. We estimate the annual retail sales of the pet supplies, live animal, and consumables and natural pet food markets in the categories in which we participate to be approximately \$28.0 billion. The total lawn and garden consumables and decorative products industry in the United States is estimated to be approximately \$27.6 billion in annual retail sales, including fertilizer, pesticides, growing media, seeds, mulch, other consumables and decorative products. We estimate the annual retail sales of the lawn and garden consumables and decorative products markets in the categories in which we participate to be approximately \$18.9 billion.

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; live fish and 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 brands including Adams[™]Aqueon[®], Avoderm[®], Bio Spot Active Care[™]Cadet[®], Farnam[®], Four Paws[®], Kaytee[®], K&H Pet Products[®], Nylabone[®], Pinnacle[®], TFH[™]Zilla[®] as well as a number of other brands including Altosid[®], Comfort Zone[®], Coralife[®], Interpet[®], Kent Marine[®], Pet Select[®], 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, and other herbicides, insecticide and pesticide products; fertilizers; live plants and decorative outdoor lifestyle products including pottery, trellises and other wood products. These products are sold under the brands AMDRO[®], Ironite[®], Pennington[®], and Sevin[®], as well as a number of other brand names including Lilly Miller[®], Over-N-Out[®], Smart Seed[®] and The Rebels[®].

In fiscal 2017, our consolidated net sales were \$2,054 million, of which our Pet segment, or Pet, accounted for approximately \$1,246 million and our Garden segment, or Garden, accounted for approximately \$808 million. In fiscal 2017, our operating income was \$156 million consisting of income from our Pet segment of \$132 million, income from our Garden segment of \$87 million less corporate expenses of \$63 million.

We were incorporated in Delaware in May 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 2018 Third Quarter Financial Performance:

Net sales increased \$83.3 million, or 14.5%, from the prior year quarter to \$657.9 million. Pet segment sales increased \$41.3 million, and Garden segment sales increased \$42.0 million.

Organic net sales decreased 0.1%. Organic net sales increased 6.6% in our Pet segment and declined 8.2% in our Garden segment.

Gross profit increased \$18.8 million, and gross margin declined 120 basis points to 30.7%.

- Selling, general & administrative expense increased \$15.9 million to \$141.2 million.
-

Operating income increased \$2.9 million, or 5.0%, from the prior year quarter, to \$60.8 million in the third quarter of fiscal 2018.

Our net income in the third quarter of fiscal 2018 was \$41.5 million, or \$0.79 per diluted share, compared to \$32.2 million, or \$0.62 per diluted share, in the third quarter of fiscal 2017.

General Pet Supply

In April 2018, we purchased the business assets of General Pet Supply, a leading Midwestern U.S. supplier of pet food and supplies for approximately \$25 million. The acquisition is expected to broaden our national pet supplies distribution footprint, expand our pet food distribution business and provide us with access to the veterinary channel.

Bell Nursery

In March 2018, we purchased Bell Nursery, a leading grower and distributor of live flowers and plants in the mid-Atlantic region of the United States for approximately \$61 million and contingent consideration up to \$10 million. The acquisition is expected to complement our existing garden portfolio.

Use of Non-GAAP Financial Measures

We report our financial results in accordance with U.S. generally accepted accounting principles (GAAP). However, to supplement the financial results prepared in accordance with GAAP, we use non-GAAP financial measures including non-GAAP operating income on a consolidated and segment basis and non-GAAP net income and diluted net income per share. Management believes these non-GAAP financial measures that exclude the impact of specific items (described below) may be useful to investors in their assessment of our ongoing operating performance and provide additional meaningful comparisons between current results and results in prior operating periods.

The reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in the tables below. We believe that the non-GAAP financial measures provide useful information to investors and other users of our financial statements, by allowing for greater transparency in the review of our financial and operating performance. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating our performance, and we believe these measures similarly may be useful to investors in evaluating our financial and operating performance and the trends in our business from management's point of view. While our management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace our GAAP financial results and should be read in conjunction with those GAAP results.

Non-GAAP financial measures reflect adjustments based on the following items:

The U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Job Act (the "Tax Reform Act") in December 2017. We have excluded the transitional impact of the Tax Reform Act as the remeasurement of our deferred tax assets and liabilities does not reflect the ongoing impact of the lower U.S. statutory rate on our current year earnings.

Gains or losses on disposals of significant plant assets: we have excluded the impact of gains or losses on the disposal of facilities as these represent infrequent transactions that impact comparability between operating periods. We believe the adjustment of these gains or losses supplements the GAAP information with a measure that may be used to help assess the sustainability of our continuing operating performance.

Tax impact: the adjustment represents the impact of the tax effect of the pre-tax non-GAAP adjustments excluded from non-GAAP net income. The tax impact of the non-GAAP adjustments is calculated based on the consolidated effective tax rate on a GAAP basis, applied to the non-GAAP adjustments, unless the underlying item has a materially different tax treatment.

We have also provided organic net sales, a non-GAAP measure that excludes the impact of businesses purchased or exited in the prior 12 months, because we believe it permits investors to better understand the performance of our historical business without the impact of recent acquisitions or dispositions.

From time to time in the future, there may be other items that we may exclude if we believe that doing so is consistent with the goal of providing useful information to investors and management.

The non-GAAP adjustments reflect the following:

- (1) Transitional impact of U.S. Tax Reform: As a result of the Tax Reform Act, during the first quarter of fiscal 2018, the Company recorded a provisional tax benefit of \$16.3 million due to the remeasurement of its deferred tax assets

and liabilities. We have excluded only this transitional impact and have not included in the adjustment the ongoing impact of the lower U.S. statutory rate on our current year earnings.

(2) During the first quarter of fiscal 2017, we recorded a \$2.0 million gain in our Garden segment from the sale of a distribution facility resulting from rationalizing our facilities to reduce excess capacity. This adjustment was recorded as part of selling, general and administrative costs in the condensed consolidated statements of operations.

Operating Income Reconciliation	GAAP to Non-GAAP Reconciliation			
	(in thousands)			
	For the Nine Months Ended			
	Consolidated		Garden	
	June 30, 2018	June 24, 2017	June 30, 2018	June 24, 2017
GAAP operating income	\$ 149,126	\$ 141,731	\$ 93,975	\$ 87,050
Gain on sale of distribution facility ⁽²⁾	—	(2,050)	—	(2,050)
Non-GAAP operating income	\$ 149,126	\$ 139,681	\$ 93,975	\$ 85,000
GAAP operating margin	8.7	%9.1	% 13.2	% 13.4
Non-GAAP operating margin	8.7	% 8.9	% 13.2	% 13.1

Net Income and Diluted Net Income Per Share Reconciliation	GAAP to Non-GAAP Reconciliation	
	(in thousands, except per share amounts)	
	For the Nine Months Ended	
	June 30, 2018	June 24, 2017
GAAP net income attributable to Central Garden & Pet	\$ 113,026	\$ 74,569
Gain on sale of distribution facility ⁽²⁾	—	(2,050)
Tax effect of sale of distribution facility adjustment	—	759
Tax effect of revaluation of deferred tax amounts ⁽¹⁾	16,343	—
Total impact on net income from non-GAAP adjustments	16,343	(1,291)
Non-GAAP net income attributable to Central Garden & Pet	\$ 96,683	\$ 73,278
GAAP diluted net income per share	\$ 2.15	\$ 1.44
Non-GAAP diluted net income per share	\$ 1.84	\$ 1.42
Shares used in GAAP and non-GAAP diluted net earnings per share calculation	52,670	51,769
Organic Net Sales Reconciliation		

We have provided organic net sales, a non-GAAP measure that excludes the impact of recent acquisitions and dispositions, because we believe it permits investors to better understand the performance of our historical business. We define organic net sales as net sales from our historical business derived by excluding the net sales from businesses acquired or exited in the preceding 12 months. After an acquired business has been part of our consolidated results for 12 months, the change in net sales thereafter is considered part of the increase or decrease in organic net sales.

Organic Net Sales Reconciliation	GAAP to Non-GAAP Reconciliation		
	(in millions)		
	For the Three Months Ended June 30, 2018		
	Consolidated	Pet Segment	Garden Segment
	Percent change	Percent change	Percent change
Reported net sales - Q3 FY18 (GAAP)	\$ 657.9	\$ 354.7	\$ 303.2

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Reported net sales - Q3 FY17 (GAAP)	574.6		313.4		261.2	
Increase in net sales	83.3	14.5 %	41.3	13.2 %	42.0	16.1 %