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(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, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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 31, 2010	16,818,104
Class A Common Stock Outstanding as of July 31, 2010	45,040,949
Class B Stock Outstanding as of July 31, 2010	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 and economies 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 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 our Form 10-K for the fiscal year ended September 26, 2009 including the factors described in the section entitled Risk Factors. If any of these risks or uncertainties materialize, or if any of our underlying assumptions are incorrect, our actual results may differ significantly from the results that we express in or imply by any of our forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances. Presently known risk factors include, but are not limited to, the following factors:

seasonality and fluctuations in our operating results and cash flow;

fluctuations in market prices for seeds and grains;

declines in consumer spending during economic downturns;

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inflation, deflation and other adverse macro-economic conditions;

supply shortages in small animals and pet birds;

adverse weather conditions;

fluctuations in energy prices, fuel and related petrochemical costs;

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

consolidation trends in the retail industry;

uncertainty about new product innovations and marketing programs;

competition in our industries;

risks associated with our acquisition strategy;

dependence upon our key executive officers;

implementation of a new enterprise resource planning information technology system;

potential environmental liabilities;

risk associated with international sourcing;

litigation and product liability claims;

the voting power associated with our Class B stock; and

potential dilution from issuance of authorized shares.

Table of Contents**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 27, 2009	June 26, 2010	(See Note 1) September 26, 2009
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 25,390	\$ 91,623	\$ 85,668
Accounts receivable (less allowance for doubtful accounts of \$18,442, \$17,702 and \$18,014)	262,735	223,845	206,565
Inventories	313,820	306,118	284,834
Prepaid expenses and other	43,117	30,643	44,425
Total current assets	645,062	652,229	621,492
Land, buildings, improvements and equipment net	165,519	162,352	164,734
Goodwill	206,873	208,630	207,749
Other intangible assets net	104,318	99,828	103,366
Deferred income taxes and other assets	80,539	60,668	53,584
Total	\$ 1,202,311	\$ 1,183,707	\$ 1,150,925
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities:			
Accounts payable	\$ 117,083	\$ 119,869	\$ 108,836
Accrued expenses	114,432	101,312	82,143
Current portion of long-term debt	3,311	201	3,270
Total current liabilities	234,826	221,382	194,249
Long-term debt	405,676	400,138	404,815
Other long-term obligations	4,685	4,223	4,526
Shareholders equity:			
Common stock, \$.01 par value: 19,495,078, 16,820,404 and 18,777,155 shares outstanding at June 27, 2009, June 26, 2010 and September 26, 2009	195	168	188
Class A common stock, \$.01 par value: 48,099,760, 44,997,584 and 47,532,954 shares outstanding at June 27, 2009, June 26, 2010 and September 26, 2009	481	450	475
Class B stock, \$.01 par value: 1,652,262 shares outstanding	16	16	16
Additional paid-in capital	545,549	497,821	531,300
Accumulated earnings	7,449	57,618	12,044
Accumulated other comprehensive income	1,347	464	1,062
Total Central Garden & Pet Company shareholders equity	555,037	556,537	545,085

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Noncontrolling interest	2,087	1,427	2,250
Total shareholders' equity	557,124	557,964	547,335
Total	\$ 1,202,311	\$ 1,183,707	\$ 1,150,925

See notes to condensed consolidated financial statements.

Table of Contents**CENTRAL GARDEN & PET COMPANY****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share amounts)

(unaudited)

	Three Months Ended		Nine Months Ended	
	June 27, 2009	June 26, 2010	June 27, 2009	June 26, 2010
Net sales	\$ 482,162	\$ 465,486	\$ 1,251,129	\$ 1,176,658
Cost of goods sold and occupancy	317,108	302,712	840,041	764,926
Gross profit	165,054	162,774	411,088	411,732
Selling, general and administrative expenses	113,484	110,134	305,028	298,049
Income from operations	51,570	52,640	106,060	113,683
Interest expense	(5,211)	(9,797)	(17,846)	(24,555)
Interest income	12	1	614	12
Other income	1,161	42	80	428
Income before income taxes and noncontrolling interest	47,532	42,886	88,908	89,568
Income taxes	15,371	15,860	29,498	33,026
Income including noncontrolling interest	32,161	27,026	59,410	56,542
Net income attributable to noncontrolling interest	1,085	1,153	1,498	1,943
Net income attributable to Central Garden & Pet Company	\$ 31,076	\$ 25,873	\$ 57,912	\$ 54,599
Net income per share attributable to Central Garden & Pet Company:				
Basic	\$ 0.45	\$ 0.41	\$ 0.83	\$ 0.84
Diluted	\$ 0.44	\$ 0.40	\$ 0.82	\$ 0.83
Weighted average shares used in the computation of net income per share:				
Basic	69,345	63,810	69,885	64,879
Diluted	70,449	64,606	70,798	65,716

See notes to condensed consolidated financial statements.

Table of Contents**CENTRAL GARDEN & PET COMPANY****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(unaudited)**

	Nine Months Ended	
	June 27, 2009	June 26, 2010
Cash flows from operating activities:		
Net income	\$ 59,410	\$ 56,542
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	21,885	21,709
Stock-based compensation	8,200	3,983
Excess tax benefits from stock-based awards	(136)	(720)
Deferred income taxes	1,640	(1,000)
Loss on extinguishment of debt		3,633
Gain on sales of property	(1,395)	
Loss on sale of a business and equipment	479	395
Proceeds from interest rate swap termination, net of amounts reclassified into earnings	2,044	
Change in assets and liabilities:		
Accounts receivable	(2,512)	(17,527)
Inventories	34,058	(21,704)
Prepaid expenses and other assets	(901)	16,332
Accounts payable	(16,988)	10,442
Accrued expenses	29,983	19,591
Other long-term obligations	(2,352)	(303)
Net cash provided by operating activities	133,415	91,373
Cash flows from investing activities:		
Additions to property and equipment		