CENTRAL GARDEN & PET CO Form 10-K November 28, 2018

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

FORM 10-K

Ý ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended September 29, 2018 Commission File Number 1-33268 (Exact name of registrant as specified in its charter) Delaware 68-0275553 (State or other jurisdiction of incorporation or organization) (IRS Employer Identification Number) 1340 Treat Boulevard, Suite 600, Walnut Creek, California 94597 (Address of principal executive offices) (Zip Code) Telephone Number: (925) 948-4000 SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: Title of Each Class Name of Each Exchange on Which Registered Common Stock Nasdag Class A Common Stock Nasdaq SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No " Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes " No ý 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 \circ No " Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 \oint No Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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 ý Accelerated filer "Non-accelerated filer " 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 ý

At March 31, 2018, the aggregate market value of the registrant's Common Stock, Class A Common Stock and Class B Stock held by non-affiliates of the registrant was approximately \$444.1 million, \$1,420.5 million and \$269,000, respectively.

At November 16, 2018, the number of shares outstanding of the registrant's Common Stock was 12,145,135 and the number of shares of Class A Common Stock was 44,015,524. In addition, on such date, the registrant had outstanding

1,652,262 shares of its Class B Stock, which are convertible into Common Stock on a share-for-share basis. DOCUMENTS INCORPORATED BY REFERENCE Definitive Proxy Statement for the Company's 2019 Annual Meeting of Stockholders – Part III of this Form 10-K Central Garden & Pet Company Index to Annual Report on Form 10-K For the fiscal year ended September 29, 2018

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FORWARD-LOOKING STATEMENTS

This Form 10-K includes "forward-looking statements." Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, projected cost savings, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy and the trends we anticipate in the industries and markets in which we operate and other information that is not historical information. When used in this Form 10-K, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, our examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, beliefs and projections will be realized.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this Form 10-K. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Form 10-K are set forth in this Form 10-K, 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 is 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;

- 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;

•potential impacts of tariffs or a trade war;

•adverse 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;

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•potential environmental liabilities;

•risk associated with international sourcing;

•litigation and product liability claims;

•regulatory issues;

•the impact of product recalls;

•potential costs and risks associated with actual or potential cyber attacks;

•the impact of new accounting regulations and the U.S. Tax Cuts and Jobs Act on the Company's tax rate;

•the voting power associated with our Class B stock; and

•potential dilution from issuance of authorized shares.

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MARKET, RANKING AND OTHER DATA

The data included in this Form 10-K regarding markets and ranking, including the size of certain markets and our position and the position of our competitors and products within these markets, are based on both independent industry publications, including Packaged Facts Lawn and Garden Consumables in the US by Market and Product, 9th edition, February 2018; The Freedonia Group Landscaping Products in the U.S., 5th Edition (2017); 2017 National Gardening Survey; IBISWorld Industry Report 11142 Plant & Flower Growing in the US May 2017; Packaged Facts U.S. Pet Market Outlook, 2018-2019 March 2018; Packaged Facts Pet Treats and Chews in the U.S., 2nd Edition August 2017; Packaged Facts Durable Dog and Cat Petcare Products in the U.S. October 2018; Packaged Facts Pet Litter, Clean Up, and Odor Products: U.S. Market Trends May 2016; Packaged Facts Pet Medications in the U.S., 5th Edition August 2017; American Pet Products Association (APPA) National Pet Owners Survey 2017-2018; U.S. Census Bureau; and our estimates based on management's knowledge and experience in the markets in which we operate. Our estimates have been based on information provided by customers, suppliers, trade and business organizations and other contacts in the markets in which we operate. While we are not aware of any misstatements regarding our market and ranking data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk factors" in this Form 10-K. This information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in a survey of market size. As a result, you should be aware that market, ranking and other similar data included herein, and estimates and beliefs based on that data, may not be reliable. We cannot guarantee the accuracy or completeness of such information contained herein.

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

We own or have rights to use trademarks, service marks and trade names in connection with the operation of our business. In addition, our names, logos and website names and addresses are or include our service marks or trademarks. Other trademarks, service marks and trade names appearing in this Form 10-K are the property of their respective owners. Solely for convenience, some of the trademarks, service marks and trade names referred to in this Form 10-K may be listed without the [®] or [™]Symbols, but the absence of such symbols does not indicate the registration state whether or not they are registered. We will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names.

PART I

Item 1. Business

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 annual retail sales of the pet food, treats & chews, supplies and live animal industry in 2017 was estimated by Packaged Facts and the pet industry to have been approximately \$58.3 billion. We estimate the annual retail sales of the pet supplies, live animal, and treats & chews and natural pet food markets in the categories in which we participate to be approximately \$27.3 billion. The total lawn and garden consumables, decorative products and live plant industry in the United States is estimated by Packaged Facts and IBISWorld to be approximately \$33.2 billion in annual retail sales in 2017, including fertilizer, pesticides, growing media, seeds, mulch, other consumables, decorative products and live plants. We estimate the annual retail sales of the lawn and garden consumables, decorative products and live plant markets in the categories in which we participate to be approximately \$19.7 billion.

Our pet supplies products include products for dogs and cats, including edible bones, premium healthy edible and non-edible chews, natural 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[®], 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[®] 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; and decorative outdoor lifestyle products including pottery, trellises and other wood products as well as live plants. 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 2018, our consolidated net sales were \$2,215 million, of which our Pet segment, or Pet, accounted for approximately \$1,341 million and our Garden segment, or Garden, accounted for approximately \$874 million. In fiscal 2018, our operating income was \$167 million consisting of income from our Pet segment of \$140 million and income from our Garden segment of \$96 million partially offset by corporate expenses of \$69 million. See <u>Note 18</u> to our consolidated financial statements for financial information about our two operating segments.

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

Financial summary:

Earnings per fully diluted share increased \$0.80 per share to \$2.32 per share, and our operating income increased \$11.2 million to \$167.3 million compared to fiscal 2017. Certain gains impacting fiscal 2018 and 2017 are excluded for purposes of the non-GAAP presentation elsewhere in this Form 10-K.

Net sales for fiscal 2018 increased \$160.9 million, or 7.8%, to \$2,215.4 million. Our Pet segment sales increased 7.6%, and our Garden segment sales increased 8.2%.

Gross profit for fiscal 2018 increased \$42.6 million, or 6.7%, to \$675.4 million. Gross margin declined 30 basis points in fiscal 2018 to 30.5%, from 30.8% in fiscal 2017.

Our operating income increased \$11.2 million, or 7.2%, to \$167.3 million in fiscal 2018, and as a percentage of net sales was flat compared to the prior year at 7.6%. Non-GAAP operating income increased \$13.2 million, or 8.6%. Net income for fiscal 2018 was \$123.6 million, or \$2.32 per share on a fully diluted basis, compared to net income in fiscal 2017 of \$78.8 million, or \$1.52 per share on a fully diluted basis.

Non-GAAP net income increased to \$102.1 million, or \$1.91 per share, in fiscal 2018 from \$77.5 million, or \$1.50 per share, in fiscal 2017.

Financings

In December 2017, we issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028. During the fourth quarter of fiscal 2018, we issued 5,550,000 shares of Class A common stock at a public offering price of \$37.00 per share and received net proceeds of approximately \$196 million. We intend to use the net proceeds to finance acquisitions of suitable businesses and for general corporate purposes.

Acquisitions

General Pet Supply

In April 2018, we purchased substantially all of the assets of General Pet Supply, a leading Midwestern U.S. supplier of pet food and supplies for approximately \$24 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.

We also purchased two small wholesale distributors of fish and small animals during fiscal 2018 for approximately \$8 million.

Competitive Strengths

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

Market Leadership Positions Built on a Strong Brand Portfolio. We are one of the leaders in the U.S. pet supplies market and in the U.S. consumer lawn and garden supplies market. We have a diversified portfolio of brands, many of which we believe are among the leading brands in their respective U.S. market categories. The majority of our brands have been marketed and sold for more than 30 years.

History of Innovative New Products and Customer Service. We continuously seek to introduce new products, both as complementary extensions of existing product lines and in new product categories. Over the last two years, we have received a number of awards for innovation, customer service and marketing.

Innovation

For innovation in 2018, Kaytee won the Pet Business Industry award in the small animal toys category, both Global Pet Expo and Super Zoo awards in the small animal category for new product with Premium Timothy Hay Treats, and Pet Valu's Best New Product in Small Pet award; Zilla won a Global Pet and Super Zoo award for the Reptile Spring Cave Accessory and a Super Zoo award for vertical decor; and for the second consecutive year, Aqueon won Pet Valu's Best New Product award for the Neo Glow fish tank. Also in 2018, Farnam's Super Mask won EquineSeniors.com's "Good-Horsekeeping" award for Best Fly Mask with Ears.

In 2017, Central won Walmart's Innovation Award for a private label program, and the Pet segment's Kaytee brand won awards at Global Pet for the LED Run-About Ball, the CritterHome Habitat and the CritterTrail Display. Also in 2017, the CritterTrail LED Habitat won the Pet Business Industry Recognition Award and Zilla's Front Opening Terrarium won a Global Pet Award while its Floating Basking Platforms won the Pet Business Editor's Choice. Additionally, in 2017, Aqueon won the Pet Product News Editor's Choice Award for QuietFlow LED Pro Filters and Pro Sol Light Fixtures as well as the Pet Retail Brands' Best New Product Award for the Aqueon Betta Puzzle modular enclosure.

Customer Service

For customer service in 2018, the Garden segment has been recognized by Lowe's for the third consecutive year as its Lawn & Garden Supplier of the Year. In 2018, the Pet segment won Petco's Strategic Initiative Vendor in Companion Animal and Pet Valu's awards for Highest Sales Service Level and Highest Year over Year Sales Growth in Aquatic & Reptile.

In 2017, the Garden segment won several awards from our largest customers including one of Lowe's three highest awards as Seasonal Vendor of the Year, Walmart's Supplier of the Year in Lawn & Garden and Walmart's H3 (Humble, Hustle & Hungry) Award. In 2017, the Pet segment won the Pet Retail Brands Specialty Pet Vendor Partner of the Year Award for efforts in building strategic relationships and offering the highest level of support and collaboration.

Marketing

For marketing in 2018, Central won numerous Equine media awards from American Horse Publications and National Animal Supplement Council's Visibility Awards for advertising, marketing, multimedia ads, social media campaigns, print and education of customers and the industry.

In 2017, Central won Summit Creative Awards for its S.L.A.P. Public Service Campaign for Mosquito Awareness and its Bug Free Grains Ad Campaign in the B2B category as well as numerous American Horse Publications Awards for print, e-newsletter, website and brand multi-media ad campaigns.

Strong Relationships with Retailers. We have developed strong relationships with major and independent brick & mortar retailers, as well as e-commerce retailers providing them broad product offerings including new product innovation, premium brands, private label programs, proprietary sales and logistics capabilities and a high level of customer service. Major retailers value the efficiency of dealing with suppliers with national scope and strong brands. We believe our ability to meet their unique needs for packaging and point of sale displays provides us with a competitive advantage. Independent retailers value our high level of customer service and broad array of premium branded products. We believe these strengths have assisted us in becoming one of the largest pet supplies vendors to PetSmart, PETCO and Walmart and among the largest lawn and garden supplies vendors to Walmart, Home Depot and Lowe's, and the club and mass merchandise channels, as well as a leading supplier to independent pet and garden supplies retailers in the United States.

Favorable Long-Term Industry Characteristics. We believe the U.S. pet supplies market will grow over the long-term due to favorable demographic and leisure trends. The key demographics bolstering our markets are the growth rates in the number of millennials who now account for 35% of pet owners and account for more than half of small animal, reptile and saltwater fish owners. According to the 2017 - 2018 APPA National Pet Owners Survey, the number of U.S. pet owners in recent years has reached record highs, with 84.6 million households, or 68%, owning a pet. In addition, many pet supplies products (e.g., toys, pest control, grooming supplies, beds and collars, etc.) are routinely consumed and replenished. Also, as many as 82% of dog owners and 65% of cat owners regularly purchase some type

of treat.

We believe that gardening is one of the most popular leisure activities in the United States. According to the National Gardening Survey, U.S. households participating in lawn and garden activities is at an all-time high of 77% with

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participation by 18-34-year-old households also at an all-time high. Participation is highest amongst married households, persons aged 45-64, households with three or more persons; households with children; employed and those persons making \$75,000 or more per year. Both the 18-34 and 45-64 demographic participation percentages are projected by the U.S. Census Bureau to remain consistent for the foreseeable future. The 2018 National Gardening Survey also notes that the trends of more people gardening in their yards, container gardening, food gardening and organic gardening are examples of wider interest in a rapidly changing industry. We perceive this market as staying intact and showing slow positive growth.

Sales and Logistics Networks. We are a leading supplier to independent specialty retailers for the pet and lawn and garden supplies markets through our sales and logistics networks. We believe our sales and logistics networks give us a significant competitive advantage over other suppliers. These networks provide us with key access to independent pet specialty retail stores and retail lawn and garden customers that require two-step distribution facilitating: acquisition and maintenance of shelf placement;

prompt product replenishment;

customization of retailer programs;

quick responses to changing customer and retailer preferences;

rapid deployment and feedback for new products; and

immediate exposure for new internally-developed and acquired brands.

We plan to continue to utilize our team of dedicated sales people and our sales and logistics networks to expand sales of our branded products.

Business Strategy

Our objective is to grow revenues, profits, and cash flow by enhancing our position as one of the leading companies in the U.S. pet supplies and lawn and garden supplies industries. We seek to do so by developing new products,

increasing market share, acquiring businesses and working in partnership with our customers to grow the categories in which we participate. To achieve our objective, we plan to capitalize on our strengths and favorable industry trends by executing on the following key strategic pillars to drive our growth:

Accelerate the Growth Momentum of Our Portfolio.

We are managing each business differentially, based on clearly articulated strategies that define the role of each business within our portfolio. We have assessed the profitability and growth potential of each of our businesses. All businesses have a clear role in the portfolio and a strategy that is consistent with that role. Some of our businesses are managed to optimize top-line growth, whereas others are more focused on reducing costs and maximizing operating income. We have three-year pipelines in both innovation activities and cost savings initiatives to make sure we have the pieces in place to deliver the organic growth targeted for our businesses.

We are building out our portfolio in attractive, broadly-defined Pet & Garden markets. We seek to acquire businesses that are accretive to our growth. Our M&A model is one of our key strengths. Since 1992, we have completed over 50 acquisitions to create a company of approximately \$2.2 billion in sales. In the last two years, we have acquired four new businesses including our entry into the live plant business. We consider this to be an attractive, fragmented category in the garden industry. We are patient and disciplined value buyers, typically focused on manageable-sized opportunities in the garden and pet areas. However, we are open to any business which can leverage our capabilities and allow us to add value through our low-cost manufacturing capabilities, operating synergies, or strong distribution network. We generally prefer to acquire businesses with proven, seasoned management teams, which are committed to stay with the acquired business after closing. We have been successful in growing our acquisitions organically after acquiring them into our portfolio. We are also committed to exiting businesses to ensure they can meet our expectations and, in some cases, have implemented strategies to reverse sub-par performance.

Keep the Core Healthy.

We are building on our strong customer relationships by developing and executing winning category growth strategies. We produce both branded products and private label products for our customers as well as distribute third party brands that gives our retail partners an unparalleled breadth of selection of premium and value products. Importantly, we are reinvesting some of our annual cost savings in order to ensure sufficient demand creation investment to drive sustainable organic growth and build share.

To grow, we are also seeking to develop more differentiated and more defensible new products. We are doing so by continuously striving to get a deeper understanding of our consumers, comprehending what products and features they desire and how they make their purchase decisions. We are increasing our overall investment in consumer insights and research and development in order to achieve our innovation goals with a strong pipeline of new products. Build Digital Capabilities for Competitive Advantage and a Compelling Consumer Experience.

We are freeing up our businesses in e-commerce by ensuring we have the right policies, products, and programs to allow all channels to compete effectively. We recognize that consumers are increasingly researching, if not buying products on-line, and hence we are advancing our digital capabilities. One key area is in marketing communication where we are working to better reach consumers at key points in their path to purchase with advanced capabilities in search engine optimization, reputation management and social listening to name a few. Concurrently, we are optimizing our supply chain for high-demand e-commerce items to ensure customer and consumer availability requirements are met at optimal cost. Finally, we are also expanding our data analytics capability to improve and accelerate business insight. In a marketplace that is moving very quickly, fast decision-making is important to gaining a competitive advantage.

Drive Cost Savings and Productivity Improvements to Fuel Growth.

Optimizing our supply chain footprint is a priority as we seek to become more efficient and cost-effective. Having the right facilities in the right locations is critical to both lowering costs and enabling our businesses to meet the growth demands of our existing and new customers, from both our legacy and acquired businesses. In addition, while we value being a decentralized company, we believe we have significant opportunities to improve our performance by driving processes and programs to allow us to align for scale and share best practices. The initiatives, along with our systematic cost savings programs being driven by each business unit, should enable the overall company to reduce our cost of goods sold and administrative spending by 1% to 2% annually. We expect these cost savings will enable us to continue to invest more in our businesses to fuel growth.

Attract, Retain and Develop Exceptional Employees.

We have approximately 5,400 employees in over 95 locations. We believe people work at Central because they love the categories in which we operate and that creates a passionate and effective group. We also have a

• strong leadership team representing a mix of successful entrepreneurs and classically trained consumer products executives that have delivered favorable growth over the last few years. We place an emphasis on helping our employees develop their skills and focus on succession planning to ensure we can grow sustainably year-after-year.

Products - General

The following table indicates each class of similar products which represented approximately 10% or more of our consolidated net sales in the fiscal years presented (in millions).

1	· · ·		
2018	2017	2016	
\$896.5	5\$841.4	1\$689.3	
528.8	464.9	331.3	
444.4	405.0	326.0	
345.7	343.2	298.8	
	\$896.5 528.8 444.4	\$896.5\$841.4 528.8 464.9 444.4 405.0	2018 2017 2016 \$896.5\$841.4\$689.3 528.8 464.9 331.3 444.4 405.0 326.0 345.7 343.2 298.8