

SCOTTS MIRACLE-GRO CO  
Form 8-K  
August 11, 2014

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 11, 2014 (August 8, 2014)

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The Scotts Miracle-Gro Company  
(Exact name of registrant as specified in its charter)

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|---|-----------------------------|--------------------------------------|
| Ohio  | 001-11593                   | 31-1414921                           |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 14111 Scottslawn Road, Marysville, Ohio                           |                             | 43041                                |
| (Address of principal executive offices)                          |                             | (Zip Code)                           |

Registrant's telephone number, including area code: (937) 644-0011  
Not applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the

registrant under any of the following provisions:

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 8, 2014, the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”), upon the recommendation of the Nominating and Governance Committee of the Board, appointed Michelle A. Johnson (formerly, Michelle A. Rhee) as a Class II member of the Board in order to fill an existing vacancy. As a Class II director, Ms. Johnson will hold office for a term that will expire at the 2015 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board also appointed Ms. Johnson to serve on the Board’s Compensation and Organization Committee and Innovation and Marketing Committee. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board determined that Ms. Johnson satisfies the applicable independence requirements set forth in the rules and regulations of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (the “SEC”). In her capacity as a non-employee director of the Company, Ms. Johnson will receive the same compensation for 2014 as other non-employee directors of the Company, pro-rated to reflect the time she serves on the Board during the 2014 calendar year, which consists of cash retainer payments totaling \$41,667 and a grant of deferred stock units (“DSUs”) with a grant date value of \$70,833. The DSUs, which were granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of August 8, 2014 and will vest on the earlier of January 31, 2015 or the date of the 2015 Annual Meeting of Shareholders of the Company. (In the event of death or disability, the DSU award is subject to accelerated vesting.)

A copy of the press release issued by the Company on August 11, 2014 announcing the appointment of Ms. Johnson as a director is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired:  
Not applicable.
- (b) Pro forma financial information:  
Not applicable.
- (c) Shell company transactions:  
Not applicable.
- (d) Exhibits:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | News Release issued by The Scotts Miracle-Gro Company on August 11, 2014 |

SIGNATURE

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

THE SCOTTS MIRACLE-GRO COMPANY

Dated: August 11, 2014

By: /s/ IVAN C. SMITH

Printed Name: Ivan C. Smith

Title: Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

INDEX TO EXHIBITS

Current Report on Form 8-K  
Dated August 11, 2014  
The Scotts Miracle-Gro Company

| Exhibit No. | Exhibit Description  |
|-------------|--|
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