

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

February 25, 1998 (January 30, 1998)

THE SCOTTS COMPANY

(Exact name of registrant as specified in its charter)

OHIO

1-11593

31-1199481

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer 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.)

Index to Exhibits is on Page 5.

ITEM 1. CHANGES IN CONTROL OF REGISTRANT.

Not Applicable.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

Not applicable.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP.

Not applicable.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

Not applicable.

ITEM 5. OTHER EVENTS.

On January 30, 1998, The Scotts Company (the "Registrant") acquired an 80% interest in Sanford Scientific Inc. ("SSI"), a leading research company in the rapidly advancing field of genetic engineering of plants. The Registrant acquired its interest from SSI founder and president, Dr. John Sanford, who with his wife, is retaining a 20% interest and will remain with SSI. The consummation of this acquisition is described in the press release issued on February 2, 1998, which is included herewith as Exhibit 99(a).

On February 13, 1998, the Registrant acquired all of the outstanding shares of Earthgro, Inc. ("Earthgro"), from an investor group led by E.M. Warburg, Pincus & Co., LLC for approximately \$47 million. Earthgro, the Northeast region's leading organics company, is headquartered in Glastonbury, Connecticut and has production facilities in Maine, Connecticut, New Jersey, Pennsylvania, Virginia and North Carolina. The consummation of this acquisition is described in the press release issued on February 13, 1998, which is included herewith as Exhibit 99(b).

ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS.

Not Applicable.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) None required.
- (b) None required.
- (c) Exhibits.

EXHIBIT NUMBER -----	DESCRIPTION -----
99(a)	Press Release issued February 2, 1998
99(b)	Press Release issued February 13, 1998

ITEM 8. CHANGE IN FISCAL YEAR.

Not Applicable.

ITEM 9. SALES OF EQUITY SECURITIES PURSUANT TO REGULATION S.

Not Applicable.

SIGNATURES

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 COMPANY

Date: February 25, 1998

By: /s/ Jean H. Mordo

Jean H. Mordo, Executive Vice President
and Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	PAGE NO.
-----	-----	-----
99(a)	Press Release Issued February 2, 1998	*
99(b)	Press Release Issued February 13, 1998	*

*Filed herewith

[Scotts Logo]

FOR IMMEDIATE RELEASE

SCOTTS ACQUIRES 80% INTEREST IN SANFORD SCIENTIFIC

COMBINES LEADING BRAND POWER WITH LEADING GENETIC ENGINEERING CAPABILITY

MARYSVILLE, OHIO, FEBRUARY 2, 1998 -- The Scotts Company (NYSE:SMG) today announced that it has acquired an 80% interest in Sanford Scientific Inc. (SSI), a leading research company in the rapidly advancing field of genetic engineering of plants.

SSI holds the exclusive license to use biolistic ("gene gun") technology in the commercial development of genetically transformed turf grasses, flowers and woody ornamental plants, which include rhododendrons, azaleas, roses, shrubs and decorative trees. In addition, SSI has developed and licensed a broad portfolio of genes and genetic process technology with significant commercial potential.

This technology augments Scotts' genetic improvement program by allowing researchers to create desirable varieties of plants with value-added traits far beyond the capabilities of conventional plant breeding techniques. Targets of Scotts' research effort include disease and insect resistance, herbicide tolerance and other consumer-relevant traits, such as turf grasses that require less mowing and flowers with novel colors and fragrances.

Scotts estimates that it will commercialize certain genetically transformed plants within a few years.

Scotts acquired its interest from SSI founder and president Dr. John Sanford, who with his wife, is retaining a 20% interest and will remain with SSI. Dr. Sanford led the team of Cornell University scientists who invented the gene gun technology in the 1980s and he continues as a leading expert in the field.

"I am confident that Scotts' powerful brands and leading market positions provide the best commercial platform from which to launch exciting new products using SSI technologies," said Dr. Sanford.

SSI operates an advanced genetic research facility in Waterloo, New York, and actively collaborates with other leading genetic scientists.

The Scotts Company o 14111 Scottslawn Road, Marysville, Oh 43041 o 937/644-001

"SSI's advanced technology puts Scotts in the leading position in our industry to offer a new generation of sophisticated products for growing healthy lawns and gardens," said Charles M. Berger, Scotts Chairman, President and Chief Executive Officer. "We view genetically transformed plants as playing a valuable role in our world-wide brand development strategy over the next few years."

Biolistics technology involves the delivery of desirable genetic characteristics by high-velocity injection into cells. The technology is widely used in medical research and agricultural fields for applications ranging from immunization and cancer treatment to creation of new agricultural crop varieties, including corn and soybeans.

The biolistic approach to genetic engineering of plants has important advantages over other transformation technologies. For certain plant species, transformation using the gene gun is largely considered the only commercially viable method of inserting new gene traits into plants.

The Scotts Company is the leading supplier of consumable products for the lawn and garden care, professional turf care, and horticulture markets in both the U.S. and U.K., and is expanding operations in other international markets. The company owns what are by far the industry's most powerful brands. In the U.S. lawn care market, consumer awareness of the company's Scotts(R) and Turf Builder(R) family of brands outscore the nearest competitor by about 9-to-1, as does awareness of the company's Miracle-Gro(R) family of brands in the U.S. garden care market. In the U.K., the company's brands include Weedol(R) and Pathclear(R), the top-selling consumer herbicides, Evergreen(R), the leading lawn fertilizer line, the Levington(R) line of lawn and garden products, and Miracle-Gro(R), the leading plant fertilizer.

STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995:

Certain of the statements contained in this press release, including, but not limited to, information regarding the future economic performance and financial condition of the company, the plans and objectives of the company's management, and the company's assumptions regarding such performance and plans are forward looking in nature. Actual results could differ from the forward looking information in this release, due to a variety of factors, including, but not limited to:

- o the success of research and development programs;
- o the success of the company's promotional programs;
- o the company's ability to maintain favorable profit margins on its products and to produce its products on a timely basis;
- o environmental and governmental issues and consumer perceptions.

Additional detailed information concerning a number of the important factors that could cause actual results to differ materially from the forward looking information contained in this release is readily available in the company's publicly filed quarterly, annual and other reports.

Contacts: Diane DeMartino
Broadgate Consultants, Inc.
212/232-2222

Rebecca J. Bruening
The Scotts Company
937/644-7290

[Scotts Logo]

For Immediate Release

THE SCOTTS COMPANY COMPLETES EARTHGRO ACQUISITION

MARYSVILLE, OHIO -- FEBRUARY 13, 1998 -- The Scotts Company (NYSE:SMG) today reported that it has completed the acquisition of Earthgro, Inc., from an investor group led by E.M. Warburg, Pincus & Co., LLC for approximately \$47 million.

Scotts expects to achieve significant synergies by integrating Earthgro's and Scotts' administrative, sales and manufacturing organizations. The acquisition is expected to be slightly accretive to earnings in fiscal 1998, and modestly accretive in fiscal 1999 and beyond. All required regulatory approvals have been received.

Earthgro, the Northeast region's leading organics company, is headquartered in Glastonbury, Connecticut and has production facilities in Maine, Connecticut, New Jersey, Pennsylvania, Virginia and North Carolina. The company produces a broad line of potting and planting soils, barks and other organics products, with a strong shelf presence at mass merchandisers -- such as Wal*Mart and The Home Depot -- and the independent lawn and garden trade. Earthgro's sales for the fiscal year ended September 30, 1997, were approximately \$48 million, and its well-known regional brands including Earthgro(R), Eco(R) and 1881 Select(R).

Scotts operates the leading national organics business in the U.S., with sales of \$183 million for the fiscal year ended September 30, 1997. The company's organics product line plays an important role in providing complete lawn and garden category support to national mass merchant retailers and home centers. The Earthgro acquisition will strengthen Scotts' service to mass merchandise retailers and home centers in the important Northeast region, as well as enhance Scotts' ability to service independents. Scotts' leading national brands in the organics market include Hyponex(R) and Peters(R). The company has also been introducing value-added organics products under the Scotts(R) and Miracle-Gro(R) brands.

The Scotts Company is the leading supplier of consumable products for the lawn and garden care, professional turf care and horticulture markets in both the U.S. and U.K., and is expanding operations in other international markets. The company owns what are by far the industry's most powerful brands. In the U.S. lawn care market, consumer awareness of the company's Scotts(R) and Turf Builder(R) family of brands outscore the nearest competitor by about 9-to-1, as does awareness of the company's Miracle-Gro(R) family of brands in the U.S. garden care market. In the U.K., the company's brands include Weedol(R) and Pathclear(R), the top-selling consumer herbicides, Evergreen(R), the leading lawn fertilizer line, the Levington(R) line of lawn and garden products and Miracle-Gro(R), the leading plant fertilizer.

STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995:

Certain of the statements contained in this press release, including, but not limited to, information regarding the future economic performance and financial condition of the company, the plans and objectives of the company's management, and the company's assumptions regarding such performance and plans are forward looking in nature. Actual results could differ from the forward looking information in this release, due to a variety of factors, including, but not limited to:

- o the success of research and development programs;
- o the effects of weather conditions on sales of the company's products, especially during the spring selling season;
- o the success of the company's advertising and promotional programs;
- o the company's ability to maintain favorable profit margins on its products and to produce its products on a timely basis;
- o the effects of foreign currency fluctuations;
- o environmental and governmental issues and consumer perceptions.

Additional detailed information concerning a number of the important factors that could cause actual results to differ materially from the forward looking information contained in this release is readily available in the company's publicly filed quarterly, annual and other reports.

Contacts: Diane DeMartino
Broadgate Consultants, Inc.
212/232-2222

Rebecca Bruening
The Scotts Company
937/644-7290