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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

The Scotts Miracle-Gro Company
(Name of Subject Company (issuer))

The Scotts Miracle-Gro Company (Offeror and Issuer)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Shares, without par value
(Title of Class of Securities)

810186106
(CUSIP Number of Class of Securities)

David M. Aronowitz
Executive Vice President, General Counsel and Corporate Secretary
The Scotts Miracle-Gro Company
14111 Scottslawn Road
Marysville, Ohio 43041
(937) 644-0011
(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Ronald A. Robins, Jr.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, Ohio 43215
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CALCULATION OF FILING FEE*

Transaction Valuation*	Amount of Filing Fee*
Not Applicable	Not Applicable

* In accordance with General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A	Filing Party:	N/A
Form or Registration No.:	N/A	Date Filed:	N/A

☑ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o third-party tender offer subject to Rule 14d-1.

☑ issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

On December 12, 2006, The Scotts Miracle-Gro Company (the “Company”) issued a press release announcing, among other things, its intention to commence a tender offer for approximately $250 million of its common shares, without par value. The press release is attached hereto as Exhibit 99.1. On December 12, 2006, the Company also posted on its intranet an internal communication to the associates of the Company and its subsidiaries addressing questions in connection with the transactions described in the press release. This internal communication is attached hereto as Exhibit 99.2.

This Schedule TO is not an offer to buy or the solicitation of an offer to sell any of the Company’s common shares. The Company has not yet commenced the tender offer described herein. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission, will be mailed to shareholders of record and will also be made available for distribution to beneficial owners of the Company’s common shares. The solicitation of offers to buy the Company’s common shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, shareholders should read those materials carefully because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, shareholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the Securities and Exchange Commission’s website at www.sec.gov or from the information agent that is selected by the Company. Shareholders are urged to read carefully those materials when they become available prior to making any decisions with respect to the tender offer.

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Exhibit No.	Description
Exhibit 99.1	Press Release
Exhibit 99.2	Internal Communication with Associates

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

*

(Signature)

*

(Name and title)

December 12, 2006

(Date)

* In accordance with General Instruction D to Schedule TO, no signature is required because the filing contains only preliminary communications made before the commencement of a tender offer.

Exhibit 99.1

The Scotts Miracle-Gro Company ***NEWS***

ScottsMiracle-Gro Announces Plan to Return $750 Million to Shareholders Through Special Cash Dividend and Share Repurchase

- *Plans reflect efficient financial structure and confidence in strong long-term growth*
- *Company plans to commence "Dutch auction" tender offer to repurchase up to $250 million in shares*
- *Balance of the $750 million to be paid as a special one-time dividend*
- *Company expects 2007 earnings to grow 11 to 13% on pro forma basis*

NEW YORK (December 12, 2006) – The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products, today announced plans to recapitalize its balance sheet and return $750 million to shareholders. The Company said it intends to repurchase up to $250 million of its own shares through a "Dutch auction" tender offer that will likely commence in January. Subject to final approval from the Board of Directors, the balance of the program will be paid in the form of a special one-time cash dividend.

The plans require the recapitalization of the Company's balance sheet and include completion of a new credit facility of $2.1 billion. The facility is being underwritten by JP Morgan, Bank of America and Citigroup. As part of the plan, ScottsMiracle-Gro will launch a tender offer to repurchase its existing $200 million of 6.625% senior subordinated notes.

The entire effort is expected to be complete by March 31, 2007.

"As an outcome of our strategic planning process, it has become clear that our best opportunity to continue enhancing shareholder value is to remain focused on our core North American business and build on our momentum with Scotts LawnService," Jim Hagedorn, chairman and chief executive officer, said during the Company's Annual Analyst Day meeting in New York. "Given our confidence in the continued growth of the Company, the non-cyclical nature of our business and our strong and consistent free cash flow, we believe a capital structure that includes a moderately higher level of debt is appropriate.

"With a disciplined focus on our existing portfolio – and with no significant and transformational attractive acquisitions on the horizon – we believe we can make better use of the current interest rate environment," Hagdorn said. "We also can use our financial flexibility to allow our shareholders to benefit from the current tax environment."

The Company said it expects sales growth of 8 to 10 percent in fiscal 2007, operating income growth of 8 to 10 percent and net income growth of 11 to 13 percent on a pro forma basis.

Free cash flow – defined as operating cash flow less capital expenditures – is expected to exceed $165 million for the year.

The Company also outlined financial goals for the balance of the strategic planning period ending in 2011 that include annual sales growth of 5 to 7 percent, annual net income growth of 10 to 15 percent and annual improvements in return on invested capital (ROIC) of 30 to 50 basis points.

"Given our strong financial track record and our confidence in the positive outcome of our strategic planning process, this is the right time to pursue a more efficient capital structure," said Dave Evans, chief financial officer. "By comfortably increasing debt levels, we will reduce our total cost of capital and simultaneously improve our return on capital. As a result, we will further increase the economic value we are creating, which is what all shareholders should expect.

"We have concluded that a leverage ratio of 3.5 to 4.5 can be comfortably funded with our projected cash flow," Evans continued. "We will still have the financial flexibility to continue to fund our growth initiatives and service our debt while also providing an adequate 'cushion' for unforeseen contingencies."

The Company expects to use its free cash flow to repay debt, resulting in improved net income growth through year-to-year savings in interest expense and a return of leverage ratios back to current levels by 2011. However, he said the Company has not ruled out using cash flow in future years on potential programs – such as a more aggressive quarterly dividend policy – that would return more cash to shareholders.

ScottsMiracle-Gro said it will announce specific plans and expected timing of each event related to the financial strategy beginning in January.

IMPORTANT NOTICE : This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any of the Company's common shares. ScottsMiracle-Gro has not yet commenced the tender offer described herein. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission, will be mailed to shareholders of record and will also be made available for distribution to beneficial owners of common shares. The solicitation of offers to buy the Company's common shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, shareholders should read those materials carefully because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, shareholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the Securities and Exchange Commission's Website at www.sec.gov or from the information agent that we select. Shareholders are urged to read carefully those materials when they become available prior to making any decisions with respect to the tender offer.

About ScottsMiracle-Gro

With $2.7 billion in worldwide sales and more than 6,000 associates, The Scotts Miracle-Gro Company, through its wholly-owned subsidiary, The Scotts Company LLC, is the world's largest marketer of branded consumer products for lawn and garden care, with products for professional horticulture as well. The Company's brands are the most recognized in the industry. In the U.S., the Company's Scotts®,

Miracle-Gro® and Ortho® brands are market-leading in their categories, as is the consumer Roundup® brand, which is marketed in North America and most of Europe exclusively by Scotts and owned by Monsanto. The Company also owns Smith & Hawken, a leading brand of garden-inspired products that includes pottery, watering equipment, gardening tools, outdoor furniture and live goods. In Europe, the Company's brands include Weedol®, Pathclear®, Evergreen®, Levington®, Miracle-Gro®, KB®, Fertiligene® and Substral®. For additional information, visit us at www.scotts.com.

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 materially from the forward-looking information in this release, due to a variety of factors, including, but not limited to:

- Adverse weather conditions could adversely affect our sales and financial results;
- Our historical seasonality could impair our ability to pay obligations as they come due and operating expenses;
- Our substantial indebtedness could adversely affect our financial health;
- Public perceptions regarding the safety of our products could adversely affect us;
- The loss of one or more of our top customers could adversely affect our financial results because of the concentration of our sales to a small number of retail customers;
- The expiration of certain patents could substantially increase our competition in the United States;
- Compliance with environmental and other public health regulations could increase our cost of doing business; and
- Our significant international operations make us more susceptible to fluctuations in currency exchange rates and to the costs of international regulation.

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**.**

Contact:
Jim King, Vice President Investor Relations & Corporate Communications of Scotts Miracle-Gro Company,
+1-937-578-5622
Web site: http//www.scotts.com

More Information for Associates

What actions were announced in the December 12, 2006 press release?
The Company announced plans to return $750 million in cash to shareholders in two ways. First, we intend to repurchase up to $250 million of our publicly traded shares. Second, the balance of our effort – currently expected to be no less than $500 million – will be returned to the remaining shareholders in the form of a special one-time cash dividend, subject to final approval by our Board.

These actions are scheduled to be completed by the end of the second fiscal quarter, which ends March 31, 2007.

To accomplish the objective stated above, the Company will borrow money, increasing the amount of debt we have relative to the Company's earnings (i.e. the debt leverage). We currently expect to restore the debt leverage to 2006 levels by the end of our current strategic planning period, which is 2011.

This plan represents an acceleration and an increase of the previously approved $500 million five-year share repurchase program announced last year. In connection with the new plan, the remaining portion of the $500 million share repurchase program will be terminated.

Why is the Company taking on more debt in order to deliver value to shareholders?
As a publicly held company, we run our business with an eye toward helping our shareholders receive an adequate return on their investment. Due to the current strength of our business, we expect that we will generate $150 million to $200 million of cash each year. Because our current debt levels are very low, and because we see no transformational acquisition opportunities on the horizon, this cash would likely accumulate over time. It is probable that we eventually would use this cash in the form of a dividend or to repurchase our shares.

By borrowing money now, we are accomplishing two things. First, we are accelerating the timeframe in which we return cash to shareholders. Second, given the strength of the business, we believe it is an appropriate financial strategy for ScottsMiracle-Gro to be carrying a higher level of debt than we are today. Since the cost of debt is still at historically low levels and is lower for us than the cost of equity, this lowers the total cost of capital that we employ in the business.

How is this decision reflective of our thoughts about the future?
The executive management team remains very optimistic about our long-term success. We continue to take advantage of the strength of our industry-leading brands, our state-of-the-art technology and our associates. We have publicly stated that we believe the Company's sales will grow between 8% and 10% in fiscal 2007, and that sales will grow between 5% and 7% each year until 2011.

Even with the higher levels of debt that the recapitalization will bring, by continuing to manage our expenses carefully, we believe our net income can improve at a rate slightly higher than sales during that time. To our knowledge, there are few, if any, consumer products companies that continue to generate this type of consistent performance.

What is a "Dutch auction"?
As the press release states, the Company will be purchasing up to $250 million of its shares through a Dutch auction. This is really not an auction but an offer to purchase shares within a narrowly defined price range, usually at a slight premium to the current stock price. Shareholders can voluntarily elect whether to "tender," or sell, their shares to ScottsMiracle-Gro during that process.

If I own shares, will I be able to participate in this "Dutch auction" tender offer process?
Yes, all shareholders will be able to participate. For associates, the process for doing so is likely to vary depending on whether you own shares in your 401(k) Plan, the Discounted Stock Purchase Plan or through a personal investment account. Details will be provided at a later date, most likely in January.

If I own ScottsMiracle-Gro stock through the Company, will I receive the special dividend?
Yes, if you own your ScottsMiracle-Gro stock as of the record date – the date a shareholder is eligible for the dividend. The dividend is applicable to the Scotts 401(k) Plan, the Smith & Hawken 401(k) Plan, The Scotts Miracle-Gro Discounted Stock Purchase Plan, and certain executive plans.

At this time, the details regarding how the various plans will be impacted by the special dividend are still being finalized. We will communicate with associates as soon as the details have been finalized. Most likely, these communications will occur in January / February.

What is the dividend amount and when will it be paid?
The exact amount of the dividend has not yet been determined, but, assuming that we pay a total dividend of approximately $500 million, we are expecting the dividend to be between $7 and $8 a share. The exact dividend per share determination is likely to be made in February but could take longer. The record date and payment date also will be announced later.

Does this mean the value of my investment in ScottsMiracle-Gro stock will increase significantly?
There are a number of economic factors that impact the stock market and can, and often do, affect the value of ScottsMiracle-Gro shares. Given that context, it is not possible to predict what will happen to the value of your ScottsMiracle-Gro shares.

However, it is reasonable to expect the stock price to decline by the amount approximately equivalent to the dividend per share after the dividend is paid. Effectively, we are simply transferring value from the Company to its shareholders.

ScottsMiracle-Gro stock has consistently outperformed the overall stock market. Does the Company believe its shares are a good investment?
We are extremely confident in our future and are hopeful that Wall Street will continue to reward our efforts. However, we are unable to predict the future with certainty and cannot provide advice on whether to buy or sell shares.

Every individual must determine his or her own tolerance for risk when making any type of investment – including the purchase of ScottsMiracle-Gro shares. Associates seeking investment advice should work with a personal financial planner or licensed stockbroker.

Associates, as well as all investors, should make themselves aware of the risk factors that can impact the performance of ScottsMiracle-Gro. Those risk factors can be found in our Form 10-K, which we file each year with the Securities and Exchange Commission. The Form 10-K for fiscal 2006 will be filed by December 14, 2006 and, at that time, a copy of the report can be located at http://investor.scotts.com. Please click on "SEC filings."

How can I learn more about this announcement and perhaps its impact on my stock holdings?

§ Further information about the tender offer and the special dividend will be communicated to shareholders in January / February.

§ The Company's official information about this announcement, along with other financial presentations, press releases and documents, are on the Investor Relations Web site at http://investor.scotts.com. You can access this site from outside and inside the Company.

§ You are encouraged to consult with your own investment advisor on your particular circumstances.

§ The Ernst & Young Financial Planner Line is available to help associates with an overall financial plan, but this resource is not licensed to advise on securities investment.

§ The Company is investigating the possibility of providing education presentations conducted by an appropriately qualified outside expert.

IMPORTANT NOTICE: This Q&A on the Company's internal Web site is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any of the Company's common shares. ScottsMiracle-Gro has not yet commenced the tender offer described herein. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission, will be mailed to shareholders of record and will also be made available for distribution to beneficial owners of common shares. The solicitation of offers to buy the Company's common shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, shareholders should read those materials carefully because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, shareholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the Securities and Exchange Commission's Web site at www.sec.gov or from the information agent that we select. Shareholders are urged to read carefully those materials when they become available prior to making any decisions with respect to the tender offer.

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