
**UNITED STATES
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): April 9, 2026 (April 8, 2026)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

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

Registrant's telephone number, including area code: (937) 644-0011

Not applicable

(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------------------|-------------------|---|
| Common Shares, \$0.01 stated value | SMG | NYSE |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b of this chapter). 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.

Item 8.01. Other Events.

On April 8, 2026, SMG Growing Media LLC (“Media”), an Ohio limited liability company and wholly-owned subsidiary of The Scotts Miracle-Gro Company (the “Company”) entered into, among other things, a Securities Purchase Agreement (the “Agreement”) with Vireo Growth Inc., a British Columbia Corporation (“Vireo”) and Prolific Supply LLC, a Delaware limited liability company, pursuant to which, subject to the terms and conditions set forth therein, Media sold the Company’s Hawthorne business (“Hawthorne”) to Vireo for 213 million subordinate voting shares in the authorized share structure of Vireo (“Vireo Shares”) and warrants to acquire 80 million additional Vireo Shares. Hawthorne provides nutrients, lighting and other materials used for indoor and hydroponic gardening in North America. This transaction closed substantially simultaneously with the signing of the Agreement.

As previously announced, effective in its first quarter of fiscal 2026, the Company classified its results of operations for all periods presented to reflect Hawthorne as a discontinued operation.

A copy of the Company’s press release announcing the completion of this transaction is being furnished as Exhibit 99.1 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:

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | News Release issued by The Scotts Miracle-Gro Company on April 9, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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: April 9, 2026

By: /s/ DIMITER TODOROV

Printed Name: Dimiter Todorov

Title: Executive Vice President, Chief Legal Officer & Corporate Secretary

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated April 9, 2026
The Scotts Miracle-Gro Company

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ScottsMiracle-Gro Completes Divestiture of Hawthorne Subsidiary

Sale to Vireo Growth enhances focus on North American consumer lawn and garden business

MARYSVILLE, Ohio, April 9, 2026 – The Scotts Miracle-Gro Company (NYSE: SMG), the leading marketer of branded consumer lawn and garden products in North America, today announced that it has completed the sale of its subsidiary The Hawthorne Gardening Company to Vireo Growth, Inc.

Hawthorne was acquired by Vireo Growth (CSE: VREO; OTCQX: VREOF) in exchange for Vireo shares that are being held by an independent strategic partner and will be reported in the Company's financial statements among its other investments. The Company also reaffirmed its fiscal 2026 guidance, as the divestiture does not impact the full-year outlook.

“The divestiture of Hawthorne demonstrates further progress toward our strategy to drive long-term growth in our core lawn and garden business,” said Jim Hagedorn, chairman and CEO. “We are focused on making sustained investments to deliver operational efficiencies and groundbreaking innovation while engaging consumers in powerful ways. Additionally, the exclusion of Hawthorne will contribute to our margin recovery and other full-year targets.

“At the same time, we've found a good home for Hawthorne that will preserve its upside potential and create opportunities to recapture value from the Hawthorne-related investments we have made over the years.”

Vireo is a licensed operator with a multi-state operating footprint in 10 states, including the largest cannabis markets of California, Florida and New York, with 166 dispensaries and increased capacity for its cannabis cultivation and production.

In connection with the transaction, Vireo has nominated Chris Hagedorn, executive vice president of ScottsMiracle-Gro who has also led the Hawthorne business, for election to its Board of Directors. Upon his successful election, Vireo intends to form a new strategic growth committee that would be chaired by Chris Hagedorn. He is expected to assume an active role working closely with John Mazarakis, Vireo's co-executive chairman and CEO, on the development of growth initiatives. “Vireo has a bold vision for its consumer brands in the cannabis space and for Hawthorne in cultivation supply,” Chris Hagedorn said. “It has strong leadership and a solid balance sheet to see that vision through, and I look forward to working with the team to help shape future strategies.”

In anticipation of the divestiture, the Company classified its results of operations to reflect the Hawthorne business as a discontinued operation effective in its first quarter of fiscal 2026. The Company also provided additional historical financial results reflecting the Hawthorne business as a discontinued operation for each of the quarterly and annual periods comprising fiscal 2024

and 2025. The recast results can be found under the Company's SEC filings at investor.scotts.com.

Financial and Legal Advisors

Among other advisors to ScottsMiracle-Gro on the Hawthorne transaction, Moelis & Company LLC acted as financial advisor; Skadden, Arps, Slate, Meagher & Flom LLP acted as lead deal counsel; and Torys LLP acted as Canadian counsel.

About ScottsMiracle-Gro

With approximately \$3.4 billion in sales, the Company is the leading marketer of branded consumer lawn and garden products in North America. The Company's brands are among the most recognized in the industry. The Company's Scotts®, Miracle-Gro®, Ortho® and Tomcat® brands are market-leading in their categories. For additional information, visit us at www.scottsmiraclegro.com.

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