

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SMG Growing Media, Inc.</u> (Last) (First) (Middle) 14111 SCOTSLAWN ROAD (Street) MARYSVILLE OH 43041 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/22/2013	3. Issuer Name and Ticker or Trading Symbol <u>AeroGrow International, Inc. [AERO.OB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities owned	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series B Convertible Preferred Stock	(1)	(1)	Common Shares	(2)	D	
Warrant for the Purchase of Common Stock	04/22/2016	04/22/2021	Common Shares	(3)	D	

1. Name and Address of Reporting Person* <u>SMG Growing Media, Inc.</u> (Last) (First) (Middle) 14111 SCOTSLAWN ROAD (Street) MARYSVILLE OH 43041 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SCOTTS MIRACLE-GRO CO</u> (Last) (First) (Middle) 14111 SCOTSLAWN ROAD (Street) MARYSVILLE OH 43041 (City) (State) (Zip)

Explanation of Responses:

- The Series B Convertible Preferred Stock is convertible at any time, at the holder's election, and has no expiration date.
- SMG Growing Media, Inc. purchased 2,649,007 shares of Series B Convertible Preferred Stock on April 22, 2013. Each share of Series B Convertible Preferred Stock is convertible into the number of shares of AeroGrow International, Inc. (the "Company") Common Stock equal to the conversion rate, which initially is 1:1, under the Certificate of Designations of Series B Convertible Preferred Stock, subject to adjustment as provided therein.
- The Warrant entitles SMG Growing Media, Inc. to purchase a number of shares of the Company's Common Stock that, on a fully diluted basis, constitute 80% of the Company's outstanding capital stock (when added to all other shares of Common Stock then owned by SMG Growing Media, Inc.), as calculated as of the date or dates of exercise.
- The exercise price of the Warrant is equal to the quotient obtained by dividing: (a) an amount equal to (i) 1.34 times the trailing twelve months Adjusted Net Sales (as defined in the Warrant) of the Company, plus (ii) the aggregate exercise price of outstanding in-the-money options and warrants (excluding the Warrant) based on the market price of the Common Stock as of the business day immediately preceding the date of exercise ("In-The-Money Derivative Securities"), minus (iii) Debt Outstanding (as defined in the Warrant) of the Company, plus (iv) cash and cash equivalents, by (b) the total shares of capital stock of the Company outstanding on a Common Stock equivalent basis, including outstanding In-The-Money Derivative Securities.

Remarks:

These securities are owned directly by SMG Growing Media, Inc., which is a wholly-owned subsidiary of The Scotts Miracle-Gro Company. The Scotts Miracle-Gro Company is an indirect beneficial owner of the reported securities. Reporting Owner Name/Address Relationships Director 10% Ownership Officer Other The Scotts Miracle-Gro Company 14111 Scottslawn Road Marysville, OH 43041 X SMG Growing Media, Inc. 14111 Scottslawn Road Marysville, OH 43041 X

[Kathy L. Uttley as attorney-in-fact for SMG Growing Media, Inc. 05/02/2013](#)

[Kathy L. Uttley as attorney-in-fact for The Scotts Miracle-Gro Company 05/02/2013](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned officer and/or director of SMG Growing Media, Inc. (the "Company"), hereby constitutes and appoints each of Vincent C. Brockman, Tara Charnes and Kathy L. Uttley, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

- 1) execute for, in the name of and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules and regulations thereunder and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933, as amended (the "Securities Act");
- 2) do and perform any and all acts for, in the name of and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or such Form 144, complete and execute any amendment or amendments thereto, and timely file any such form (and any such amendment or amendments) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2013.

/s/ Aimee M. DeLuca for
SMG Growing Media, Inc.
Signature

Aimee M. DeLuca
Print Name

POWER OF ATTORNEY

The undersigned officer and/or director of The Scotts Miracle-Gro Company (the "Company"), hereby constitutes and appoints each of Vincent C. Brockman, Tara Charnes and Kathy L. Uttley, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

- 1) execute for, in the name of and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules and regulations thereunder and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933, as amended (the "Securities Act");
- 2) do and perform any and all acts for, in the name of and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or such Form 144, complete and execute any amendment or amendments thereto, and timely file any such form (and any such amendment or amendments) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2013.

/s/ Aimee M. DeLuca for
The Scotts Miracle-Gro Company
Signature

Aimee M. DeLuca
Print Name