

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) January 22, 2009 (January 21, 2009)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

1-11593

(Commission
File Number)

31-1414921

(IRS Employer
Identification No.)

14111 Scottslawn Road, Marysville, Ohio

(Address of principal executive offices)

43041

(Zip Code)

(937) 644-0011

(Registrant's telephone number, including area code)

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))

Item 5.02 — Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Karen G. Mills from the Board

On January 21, 2009, Karen G. Mills, a Class I member of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) and the Company’s lead independent director, notified the Company that she was resigning from the Board, effective immediately. Mrs. Mills indicated that her recent nomination by President Barack Obama to head the U.S. Small Business Administration, which is subject to confirmation by the United States Senate, necessitated her resignation.

A copy of the press release issued by the Company on January 22, 2009 announcing Mrs. Mills’ resignation from the Board is included as Exhibit 99.1 to this Current Report on Form 8-K and 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>	<u>Location</u>
99.1	Press Release issued by The Scotts Miracle-Gro Company on January 22, 2009	Filed herewith

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: January 22, 2009

By: /s/ Vincent C. Brockman
Printed Name: Vincent C. Brockman
Title: Executive Vice President, General
Counsel and Corporate Secretary

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated January 22, 2009

The Scotts Miracle-Gro Company

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	Press Release issued by The Scotts Miracle-Gro Company on January 22, 2009	Filed herewith

ScottsMiracle-Gro Announces Resignation of Karen G. Mills from the Board of Directors

MARYSVILLE, Ohio (January 22, 2009) — The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products, announced today that Karen G. Mills has resigned from the Board of Directors. Mrs. Mills has been nominated by President Obama to serve as administrator of the Small Business Administration.

Mrs. Mills, a board member since 1994, served as the lead independent director of the board. She was also a member of the Audit Committee and an interim member of the Compensation and Organization Committee.

"I would like to congratulate Karen on this exciting opportunity to further serve American business," stated Jim Hagedorn, chairman and chief executive officer. "If small business is the engine of economic growth, then President Obama will be well-served to have Karen in this critical role.

"She has been a valued counselor to ScottsMiracle-Gro, particularly in helping us shape and strengthen our long-term growth strategy. We honor her service to the country and would welcome her back to our Board in the future."

About ScottsMiracle-Gro

With nearly \$3 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®, Ortho® and Smith & Hawken 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. 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

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