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): October 1, 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 5. OTHER EVENTS.

As more fully described in the press release attached hereto as Exhibit 99(a) and incorporated herein by this reference (the "Roundup(R)/Ortho Business Group Press Release"), on October 1, 1998, The Scotts Company ("Scotts") announced that it completed an agreement with Monsanto Company ("Monsanto") for exclusive international agency and marketing rights to Monsanto's consumer Roundup(R) herbicide products. Roundup(R) is the leading consumer herbicide brand in the United States and has a substantial presence internationally. In this agreement, Monsanto continues to own and control the Roundup(R) lawn and garden business worldwide. The Roundup(R) agreement covers most major consumer lawn and garden markets in the world, including the United States, Canada, Germany, France, the U.K. and Australia. Scotts will take responsibility for these functions immediately in North America with a longer transition expected in Europe and Australia. The agreement does not involve Monsanto's Roundup(R) business for agricultural markets.

In the Roundup(R)/Ortho Business Group Press Release, Scotts also announced that it has established an Ortho Business Group that will be responsible for managing the exclusive Roundup(R) agreement as well as the Ortho(R) and related lawn and garden businesses that Scotts intends to purchase from Monsanto at a future date. Scotts and Monsanto will partner in the development of global consumer and trade marketing programs for Roundup(R), and Scotts will be responsible for sales support, merchandising, distribution and logistics. Scotts and Monsanto will form a joint team to steer the Roundup(R) worldwide business. Please see the Roundup(R)/Ortho Business Group Press Release for a more complete discussion of the Roundup(R) agreement and the Ortho Business Group.

As noted in the Roundup(R)/Ortho Business Group Press Release, Scotts previously announced that it has separately signed a letter of intent to acquire the assets of Monsanto's other consumer lawn and garden businesses, including its Ortho(R) product line and other international consumer pesticide brands, for approximately $300,000,000.

As more fully described in the press release attached hereto as Exhibit 99(b) and incorporated herein by this reference (the "Press Release Regarding Consolidation of U.K. Operations and Exiting of Non-Core Business"), on October 1, 1998, Scotts also announced that it will consolidate its two U.K. operations into a single lower-cost business, discontinue most of its United States composting operations, and divest its AgrEvo pesticides business. Please see the Press Release Regarding Consolidation of U.K. Operations and Exiting of Non-Core Business for a more complete discussion of the reasons for, and the impacts of, the consolidation of the U.K. operations, the discontinuation of most of the United States composting operations and the divestiture of the AgrEvo pesticides business.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) None required.

(b) None required.

(c) Exhibits:

EXHIBIT NUMBER	DESCRIPTION
99(a)	Press Release, issued October 1, 1998, reporting completion of Roundup(R) agency and marketing agreement and establishment of new Ortho Business Group
99(b)	Press Release, issued October 1, 1998, regarding consolidation of U.K. operations and exiting of non-core business

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: October 1, 1998

By: /s/ Jean H. Mordo

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

INDEX TO EXHIBITS

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*Filed herewith

Exhibit 99(a)

THE SCOTTS COMPANY NEWS

Contacts:

William Jenks
Broadgate Consultants, Inc.
212/232-2222

Rebecca Bruening
The Scotts Company
937/644-7290

THE SCOTTS COMPANY COMPLETES ROUNDUP(R) AGENCY AND MARKETING AGREEMENT

ESTABLISHES NEW ORTHO BUSINESS GROUP

Marysville, Ohio, October 1, 1998 -- The Scotts Company (NYSE: SMG) today announced that it has completed an agreement with Monsanto Company (NYSE: MTC) for exclusive international agency and marketing rights to Monsanto's consumer Roundup(R) herbicide products. Roundup(R) is the leading consumer herbicide brand in the U.S. and has a substantial presence internationally. In this agreement, Monsanto continues to own and control the Roundup(R) lawn and garden business worldwide.

Scotts also announced that it has established an Ortho Business Group that will be responsible for managing the exclusive Roundup(R) agreement as well as the Ortho(R) and related lawn and garden businesses that Scotts intends to purchase from Monsanto Corporation at a future date. Scotts and Monsanto will partner in the development of global consumer and trade marketing programs for Roundup(R), and Scotts assumes responsibility for sales support, merchandising, distribution and logistics. Scotts and Monsanto will form a joint team to steer the Roundup(R) worldwide business.

"We look forward to a highly successful partnership with Monsanto to build the Roundup(R) brand into an even more valuable franchise," said Charles M. Berger, Scotts' Chairman, President and Chief Executive Officer. "We will be applying Scotts' proven expertise in consumer brand management in the lawn and garden sector to help our retail customers build the weed control category and to add significant value for our shareholders."

The Roundup(R) agreement covers most major consumer lawn and garden markets in the world, including the U.S., Canada, Germany, France, the U.K., and Australia. Scotts will take responsibility for these functions immediately in North America with a longer transition expected in Europe and Australia. This agreement does not involve Monsanto's Roundup(R) business for agricultural markets.

Scotts previously announced that it has separately signed a letter of intent to acquire the assets of Monsanto's other consumer lawn and garden businesses, including its Ortho(R) product line and other international consumer pesticides brands, for approximately $300 million.

James L. Rogula has been appointed Senior Vice President of Scotts' new Ortho Business Group. Mr. Rogula had been Senior Vice President of Scotts' Consumer Lawns Group since joining The Scotts Company in January 1995. Under his leadership, the Consumer Lawns Group unlocked the potential of the Scotts family of lawn products brands, increased annual sales at double-digit rates to approximately $360 million, gained market share and drove the growth of the overall category. He guided Scotts' highly successful advertising, market research and consumer education programs over the past several years and built strong relationships for Scotts throughout the key lawn and garden distribution channels.

"Like the Scotts lawn products brands, Ortho(R) and Roundup(R) are by far the leading brands in their categories," said James Hagedorn, Scotts' Executive Vice President, U.S. Business Groups. "We believe that there is a similar opportunity for Jim Rogula to apply the same consumer marketing expertise to these pest control brands as he has in our lawn products business and to unlock similar new growth potential."

Prior to joining Scotts, Mr. Rogula served as President, American Candy Company, and held senior positions with Church and Dwight Company, where he was responsible for the Arm & Hammer(R) and other brands, A.E. Staley Manufacturing Company, and E.J. Bach and Sons. He served on the Miracle-Gro organization's board of directors prior to its merger with the Scotts Company. Mr. Rogula earned a B.A. from Knox College and an M.B.A. from New York University.

Todd R. White has been appointed Vice President, Finance and Administration for the Ortho Business Group, reporting to Mr. Rogula. Mr. White has been with Scotts since 1992 in a variety of financial management positions, most recently as corporate Vice President, Controller. Prior to joining Scotts, Mr. White worked for Price Waterhouse for 6 years in a variety of positions including audit manager. He is a C.P.A., received a B.A. in accounting at The Ohio State University and received a M.B.A. from the University of Wisconsin-Madison.

Stephen S. Hill has been appointed Vice President, Marketing for the Ortho Business Group, reporting to Mr. Rogula. Mr. Hill joined Scotts this year from the Acco World Division of Fortune Brands, where he had been Vice President and General Manager of the Wilson Jones Binder Division. Mr. Hill has a strong background in brand management, including extensive experience with consumer pest control. His five years with United Industries' Spectrum Division, the last two of which were as head of marketing, included brand management assignments on Spectracide(R), Hot Shot(R), Cutter(R) and Peters(R). His six years with The Clorox Company included brand management assignments on Combat Insect Control(R), Kingsford Charcoal(R) and Brita Water Filters(R). Mr. Hill received a B.A. in economics from the University of California, Davis, and an M.B.A. from the University of Chicago.

Salomon Smith Barney Inc. served as the lead investment adviser to Scotts.

The Scotts Company is a leading supplier of consumer products for the lawn and garden care, professional turf care and professional horticulture businesses in both the U.S. and U.K., and is expanding operations in other international businesses. The Company owns what are by far the industry's most recognized brands. In the U.S. lawn care business, consumer awareness of the Company's Scotts(R) family of brands outscore the nearest competitor by about 6-to-8 times, as does awareness of the Company's Miracle-Gro(R) family of brands in the U.S. garden care business. 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: Forward-looking statements represent challenging goals for the Company, and the achievement thereof is subject to a variety of risks and assumptions. Certain forward-looking statements contained in this press release, include, but are 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. Actual results may differ materially from the forward-looking information in this release, due to a variety of factors, including, but not limited to:

- - The effects of weather conditions on sales of the Company's products, especially during the spring selling season;

- - The success of the Company's advertising and promotional programs;

- - The Company's ability to maintain favorable profit margins on its products and to produce its products on a timely basis;

- - The possibility of new competitors entering into the Pest Control business and/or the Company's existing lines of business;

- - Inherent risks of international development including currency exchange rates, economic conditions, regulatory and cultural differences;

- - Changes in economic conditions in the U.S. and Europe and the impact of changes in interest rates;

- - Ability to successfully integrate the operations of acquired companies; and

- - Environmental issues and consumer perceptions.

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

Exhibit 99(b)

THE SCOTTS COMPANY NEWS

Contacts:

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Rebecca Bruening
The Scotts Company
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SCOTTS CONSOLIDATES UK OPERATIONS AND EXITS NON-CORE BUSINESS

Reduction in Annual Operating Costs by Approximately $10-12 Million

1998 Special Charges of Approximately 33-39 Cents Per Diluted Share

MARYSVILLE, OHIO - October 1, 1998 -- The Scotts Company (NYSE: SMG) announced today that it will consolidate its two U.K. operations into a single lower-cost business, discontinue most of its U.S. composting operations, and divest its AgrEvo pesticides business.

The Company expects that these actions will make a positive contribution to annualized pre-tax operating earnings of approximately $10-12 million in the form of lower production, sales and administrative costs in its U.K. operations and the elimination of contract losses in its composting operations. The Company expects that approximately two-thirds of these savings will take effect in fiscal 1999 and the balance in fiscal 2000. For the fiscal year ended September 30, 1998, the Company will incur restructuring and other charges of approximately $17-20 million pre-tax, or 33-39 cents per diluted share, related to its consolidation and exit plans.

"Based on our strong top-line growth, we remain committed, excluding the impact of special charges, to our goal of 15% EPS growth for both the 1998 and 1999 fiscal years. Our goal should be met despite having had to incur significant one-time costs for the start-up of new projects in our manufacturing operations, addressing year 2000 requirements, and implementing a major upgrade of our information systems to accommodate our expanding global business," said Charles M. Berger, Scotts' Chairman, President and Chief Executive Officer. The Company expects to distribute an earnings release for 1998 during the latter part of October.

The U.K. charges reflect the costs of closing duplicate facilities, discontinuing overlapping product lines and providing for severance expenses related to headcount reductions in sales, administrative and manufacturing functions. As a result of the consolidation, Scotts will cut headcount in its existing international operations by 81 people, eliminate one of its two U.K. manufacturing operations and reduce the number of SKU's it produces in the U.K. by over 25%.

Scotts plans to close nine composting sites in the U.S. that collect yard and compost waste on behalf of municipalities. The economics of composting have deteriorated as municipalities have found lower-cost alternatives to disposing of their yard waste, resulting in substantial drops in the fees that municipalities had been providing to Scotts in return for removing yard waste. In addition, Scotts' costs to process and transport composted waste have exceeded original industry expectations. Scotts plans to close six facilities in 1999 and three in year 2000, as their contracts expire. These restructuring charges reflect the write-off of assets, estimated losses under contractual commitments, and certain closing costs.

Scotts has decided to divest its AgrEvo operations because AgrEvo's non-selective herbicide brand, Finale(TM), overlaps with the consumer Roundup(R) line of products. Scotts completed an agreement with Monsanto Company for exclusive international marketing and agency rights to the consumer Roundup(R) herbicide products. The charges to Scotts' fourth quarter operations reflect an expected loss on the sale of the AgrEvo operations.

The Scotts Company is a leading supplier of consumer products for the lawn and garden care, professional turf care and professional horticulture businesses in both the U.S. and U.K., and is expanding operations in other international businesses. The Company owns what are by far the industry's most recognized brands. In the U.S. lawn care business, consumer awareness of the Company's Scotts(R) family of brands outscore the nearest competitor by about 6-to-8 times, as does awareness of the Company's Miracle-Gro(R) family of brands in the U.S. garden care business. 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: Forward-looking statements represent challenging goals for the Company, and the achievement thereof is subject to a variety of risks and assumptions. Certain forward-looking statements contained in this press release, include, but are 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. Actual results may differ materially from the forward-looking statements in this release, due to a variety of factors, including, but not limited to:

- - The effects of weather conditions on sales of the Company's products, especially during the spring selling season;

- - The success of the Company's advertising and promotional programs;

- - The Company's ability to maintain favorable profit margins on its products and to produce its products on a timely basis;

- - The possibility of new competitors entering into the pesticides business and or the Company's existing lines of business;

- - Inherent risks of international development including currency exchange rates, economic conditions, regulatory and cultural differences:

- - Changes in economic conditions in the U.S. and Europe and the impact of changes in interest rates;

- - Ability to successfully integrate the operations of acquired companies;

- - Ability to complete various transactions that have been announced and are currently under negotiation;

- - Environmental issues and consumer perceptions; and

- - Ability to execute the restructuring plans set forth in this release.

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