

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Hagedorn Partnership, L.P.</u> <hr/> (Last) (First) (Middle) 800 PORT WASHINGTON BOULEVARD <hr/> (Street) PORT WASHINGTON NY 11050 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SCOTTS MIRACLE-GRO CO [ SMG ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/04/2024		S		51,679	D	\$65.05 <sup>(1)</sup>	13,811,689	D <sup>(4)</sup>	
Common Shares	03/04/2024		S		33,073	D	\$65.92 <sup>(2)</sup>	13,778,616	D <sup>(4)</sup>	
Common Shares	03/04/2024		S		1,604	D	\$66.68 <sup>(3)</sup>	13,777,012	D <sup>(4)</sup>	
Common Shares								86,854.9071	I	See footnote <sup>(5)</sup>
Common Shares								27,384.083	I	See footnote <sup>(6)</sup>
Common Shares								6,667	I	See footnote <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Hagedorn Partnership, L.P.  


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 (Last) (First) (Middle)  
 800 PORT WASHINGTON BOULEVARD  


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 (Street)  
 PORT WASHINGTON NY 11050  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HAGEDORN JAMES  


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 (Last) (First) (Middle)  
 C/O HAGEDORN PARTNERSHIP, L.P.  
 800 PORT WASHINGTON BOULEVARD  


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 (City) (State) (Zip)

(Street)  
PORT  
WASHINGTON NY 11050

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

HAGEDORN KATHERINE LITTLEFIELD

(Last) (First) (Middle)

C/O HAGEDORN PARTNERSHIP, L.P.  
800 PORT WASHINGTON BOULEVARD

(Street)  
PORT  
WASHINGTON NY 11050

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

HAGEDORN PETER

(Last) (First) (Middle)

C/O HAGEDORN PARTNERSHIP, L.P.  
800 PORT WASHINGTON BOULEVARD

(Street)  
PORT  
WASHINGTON NY 11050

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

HAGEDORN ROBERT

(Last) (First) (Middle)

C/O HAGEDORN PARTNERSHIP, L.P.  
800 PORT WASHINGTON BOULEVARD

(Street)  
PORT  
WASHINGTON NY 11050

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

HAGEDORN SUSAN

(Last) (First) (Middle)

C/O HAGEDORN PARTNERSHIP, L.P.  
800 PORT WASHINGTON BOULEVARD

(Street)  
PORT  
WASHINGTON NY 11050

(City) (State) (Zip)

**Explanation of Responses:**

1. The transaction was executed in multiple trades at prices ranging from \$64.55 to \$65.54. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
2. The transaction was executed in multiple trades at prices ranging from \$65.55 to \$66.64. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
3. The transaction was executed in multiple trades at prices ranging from \$66.65 to \$66.75. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
4. Held directly by the Hagedorn Partnership, L.P. (the "Hagedorn Partnership"). James Hagedorn, Katherine Hagedorn Littlefield, Peter Hagedorn, Robert Hagedorn, and Susan Hagedorn are the general partners of the Hagedorn Partnership. Each of the Reporting Persons disclaim beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein.
5. Held directly by James Hagedorn.
6. Held indirectly by a 401(K) plan for James Hagedorn.
7. Held directly by Katherine Hagedorn Littlefield.

/s/ Rob McMahon - Attorney-  
in-Fact for Hagedorn 03/06/2024  
Partnership, L.P.

/s/ Rob McMahon - Attorney- 03/06/2024

[in-Fact for James Hagedorn](#)  
[/s/ Rob McMahon - Attorney-](#)  
[in-Fact for Katherine](#) [03/06/2024](#)  
[Hagedorn Littlefield](#)  
[/s/ Rob McMahon - Attorney-](#)  
[in-Fact for Peter Hagedorn](#) [03/06/2024](#)  
[/s/ Rob McMahon - Attorney-](#)  
[in-Fact for Robert Hagedorn](#) [03/06/2024](#)  
[/s/ Rob McMahon - Attorney-](#)  
[in-Fact for Susan Hagedorn](#) [03/06/2024](#)

\*\* 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 4 (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.**