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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 14, 2023 (July 11, 2023)**

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**The Scotts Miracle-Gro Company**  
(Exact name of registrant as specified in its charter)

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

**Registrant's telephone number, including area code: (937) 644-0011**  
**Not applicable**  
(Former name or former address, if changed since last report.)

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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.

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

On July 11, 2023, Gerald Volas, a member of the Board of Directors (the "Board"), notified The Scotts Miracle-Gro Company (the "Company") of his resignation from the Board effective immediately. As a Class I director, Mr. Volas' term was set to expire at the Company's 2026 Annual Meeting of Shareholders. Mr. Volas was a member of the Audit Committee and the Finance Committee and confirmed that his departure was not due to any disagreement with the Company on any matter relating to its operations, policies or practices.

On July 13, 2023, the Board, upon the recommendation of the Nominating and Governance Committee of the Board ("Nominating Committee"), appointed Mark D. Kingdon as a Class I member of the Board to fill the vacancy arising from Mr. Volas' resignation. As a Class I director, Mr. Kingdon will hold office for a term scheduled to expire at the 2026 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating Committee, the Board also appointed Mr. Kingdon to serve on the Board's Audit Committee as well as the Innovation & Technology Committee. Upon the recommendation of the Nominating Committee, the Board determined that Mr. Kingdon satisfies the applicable independence requirements set forth in the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission and has no material relationships with the Company or its subsidiaries other than through his service as a director of the Company.

In his capacity as a non-employee director of the Company, Mr. Kingdon will receive the same compensation for 2023 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2023 calendar year, which consists of cash retainer payments in the amount of \$57,500 and a grant of restricted stock units ("RSUs") with a grant date value of \$105,000. The RSUs, which are granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of July 13, 2023 and will vest on February 3, 2024 (the "Vesting Date") provided that his Board service has continued at least through the date of the Company's 2024 Annual Meeting of Shareholders if it is held prior to the Vesting Date, subject to accelerated vesting in the event of Mr. Kingdon's death or disability.

A copy of the Company's news release announcing these changes is included as Exhibit 99.1 to this Current Report on Form 8-K 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:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	News Release issued by The Scotts Miracle-Gro Company on July 14, 2023
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: July 14, 2023

By: /s/ DIMITER TODOROV

Printed Name: Dimiter Todorov

Title: Executive Vice President, General Counsel, Corporate Secretary  
and Chief Compliance Officer

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## INDEX TO EXHIBITS

Current Report on Form 8-K  
Dated July 14, 2023  
The Scotts Miracle-Gro Company

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## **ScottsMiracle-Gro Announces Appointment of Mark D. Kingdon to Board of Directors**

MARYSVILLE, Ohio, July 13, 2023 -- The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden as well as indoor and hydroponic growing products, today announced that Mark D. Kingdon has been named to its Board of Directors.

Kingdon has held senior executive positions ranging from president and CEO to founder of companies in the consumer, technology and digital spaces, among others. He has experience in finance, marketing, branding, innovation, business transformation and emerging technologies with a track record of achieving groundbreaking results.

“Mark will be a solid contributor to the Board at a critical time in the evolution of our Company,” said Jim Hagedorn, chairman and CEO. “Beyond his bottom-line focus and strategic mindset, he is a creative thinker who is adept at identifying and capitalizing upon opportunities for near- and long-term growth.

“Just as importantly, he is highly enthusiastic about joining our team, has an impressive marketing pedigree and is a dedicated gardener. I welcome his forward-looking ideas to help us deliver value creation for our customers, consumers and shareholders.”

Kingdon is founder of Quixotic Ventures, which invests in early stage consumer internet companies, and held board seats with TheRealReal.com, SAY Media, Inc., Linden Lab and Organic, Inc. as well as several nonprofits, such as Miami's New World Symphony. He previously was CEO of Linden Lab (developer of Second Life - the early metaverse) and Organic, Inc.. He also was a managing partner at PwC, where he ran the retail and distribution industries consulting practice for the Americas. He holds an MBA from the Wharton School of Business, University of Pennsylvania, and a Bachelor of Arts in Economics from the University of California, Los Angeles. He and his husband have three children.

Kingdon succeeds Gerald Volas, who resigned from the Board. “I want to thank Jerry for his service,” Hagedorn said. “We very much appreciate his contributions and wish him the best as he explores other endeavors.”

Kingdon’s appointment reflects an ongoing review by the Board of Directors to assess its skill sets and experience with a focus on fresh perspectives and viewpoints. Since 2022, in addition to Kingdon, former Nevada Governor Brian Sandoval and Edith Avilés, an expert in capital markets and leveraged finance, have joined the Board.

#### **About ScottsMiracle-Gro**

With approximately \$3.9 billion in sales, the Company is the world’s largest marketer of branded consumer products for lawn and garden care. The Company’s brands are among the most recognized in the industry. The Company’s Scotts®, Miracle-Gro®, and Ortho® brands are market-leading in their categories. The Company’s wholly-owned subsidiary, The Hawthorne Gardening Company, is a leading provider of nutrients, lighting, and other materials used in the indoor and hydroponic growing segment. For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

#### **For media inquiries:**

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