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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**

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

**Date of Report (Date of earliest event reported): December 5, 2014 (December 1, 2014)**

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**The Scotts Miracle-Gro Company**

(Exact name of registrant as specified in its charter)

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**Ohio**

(State or other jurisdiction  
of incorporation or organization)

**001-11593**

(Commission  
File Number)

**31-1414921**

(IRS Employer  
Identification No.)

**14111 Scottslawn Road, Marysville, Ohio**

(Address of principal executive offices)

**43041**

(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))
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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 December 1, 2014, the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”), upon the recommendation of the Nominating and Governance Committee of the Board, appointed Brian D. Finn as a Class I member of the Board in order to fill an existing vacancy. As a Class I director, Mr. Finn will hold office for a term scheduled to expire at the 2017 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board also appointed Mr. Finn to serve on the Board’s Audit and Finance Committees. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board determined that Mr. Finn 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. Finn will receive the same compensation for 2014 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2014 calendar year, which consists of a cash retainer payment in the amount of \$8,333 and a grant of deferred stock units (“DSUs”) with a grant date value of \$14,167. The DSUs, which were granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of December 1, 2014 and will vest on the earlier of January 31, 2015 or the date of the 2015 Annual Meeting of Shareholders of the Company, subject to accelerated vesting in the event of Mr. Finn’s death or disability.

A copy of the press release issued by the Company on December 3, 2014 announcing the appointment of Mr. Finn as a director 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 December 3, 2014

**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: December 5, 2014

By: /s/ IVAN C. SMITH

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Printed Name: Ivan C. Smith

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

**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated December 5, 2014  
The Scotts Miracle-Gro Company

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>
99.1	News Release issued by The Scotts Miracle-Gro Company on December 3, 2014

# *The Scotts Miracle-Gro Company* NEWS

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## **Scotts Miracle-Gro Announces the Appointment of Brian D. Finn to its Board of Directors**

MARYSVILLE, Ohio (Dec. 3, 2014) – The Scotts Miracle-Gro Company (NYSE: SMG), the world’s leading marketer of branded consumer lawn and garden products, announced that Brian D. Finn has been named to its Board of Directors, effective immediately.

“Based on his more than 30 years of experience in strategic investments and M&A, I’m confident our shareholders will benefit from Brian’s strong expertise,” said Jim Hagedorn, chairman and chief executive officer. “On behalf of all the directors, I welcome him to the Board and look forward to working together as we continue to position the business for long-term growth.”

Finn retired in 2013 as chairman and chief executive officer of Asset Management Finance (AMF) Corporation and as senior advisor to Credit Suisse. He held numerous positions at Credit Suisse and its predecessor firms, including president of Credit Suisse First Boston and chief executive officer of Credit Suisse USA. Finn was named chairman and head of Alternative Investments at Credit Suisse in 2004; he moved to AMF in 2008, where Credit Suisse is the majority shareholder. He began his career in 1982 as a member of the Mergers & Acquisitions Group at The First Boston Corporation, becoming co-head of M&A in 1993.

Finn is past chairman of the Undergraduate Executive Board of The Wharton School, vice chairman of the board of the City Kids Foundation, a member of the board of the Intrepid Fallen Heroes Fund and the Gordon A. Rich Memorial Foundation.

He received a B.S. in economics from The Wharton School of the University of Pennsylvania.

Finn will serve on the Company’s Audit and Finance Committees with a term that expires in 2017. He fills the vacancy left by Stephanie M. Shern who resigned from the Board in October.

### **About ScottsMiracle-Gro**

With more than \$2.8 billion in worldwide sales, The Scotts Miracle-Gro Company is the world’s largest marketer of branded consumer products for lawn and garden care. The Company’s brands are the most recognized in the industry. In the U.S., the Company’s Scotts®, Miracle-Gro® and Ortho® 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 the U.S., we operate Scotts LawnService®, the second largest residential lawn care service business. In Europe, the Company’s brands include Weedol®, Pathclear®, Evergreen®, Levington®, Miracle-Gro®, KB®, Fertiligène® and Substral®. For additional information, visit us at [www.scottsmiracle-gro.com](http://www.scottsmiracle-gro.com).

### **Contact:**

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