Table of Contents

As filed with the Securities and Exchange Commission on May 9, 2005
Registration Nos. 333-06061
333-27561
333-76697

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE SCOTTS MIRACLE-GRO COMPANY

(Exact name of registrant as specified in its charter)

Ohio	31-1414921
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
14111 Scottslawn Road, Marysville, Ohio	43041
(Address of Principal Executive Offices)	(Zip Code)

The Scotts Miracle-Gro Company 1996 Stock Option Plan

(Full title of the plan)

David M. Aronowitz, Esq.
The Scotts Miracle-Gro Company
14111 Scottslawn Road
Marysville, Ohio 43041
(Name and address of agent for service)

Copy to:
Elizabeth Turrell Farrar, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
P.O. Box 1008
Columbus, Ohio 43216-1008

(937) 644-0011

(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE AND
ADOPTION OF PREDECESSOR ISSUER'S REGISTRATION STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (this "Post-Effective Amendment No. 1"), is being filed by The Scotts Miracle-Gro Company, an Ohio corporation ("Scotts Miracle-Gro" or the "Registrant"), as the public company successor to The Scotts Company, an Ohio corporation ("Scotts").

On March 18, 2005 (the "Effective Time"), Scotts consummated the restructuring of Scotts' corporate structure into a holding company structure by merging Scotts into a newly-created, wholly-owned, second-tier Ohio limited liability company subsidiary, The Scotts Company LLC ("Scotts LLC"), pursuant to an Agreement and Plan of Merger, dated as of December 13, 2004, by and among Scotts, Scotts LLC and Scotts Miracle-Gro. This merger is referred to in this Post-Effective Amendment No. 1 as the "Restructuring Merger."

Upon consummation of the Restructuring Merger, each of Scotts' common shares, without par value (the "Scotts Common Shares"), issued and outstanding immediately prior to the Effective Time was automatically converted into one fully paid and nonassessable common share, without par value, of Scotts Miracle-Gro (the "Scotts Miracle-Gro Common Shares"). Also, the entire class of Scotts Miracle-Gro Common Shares became registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with Rule 12g-3 under the Exchange Act. As a result of the Restructuring Merger, Scotts Miracle-Gro is the new parent holding company and the public company successor to Scotts. Scotts LLC is the successor to Scotts and is a direct, wholly-owned subsidiary of Scotts Miracle-Gro.

As of the Effective Time, Scotts Miracle-Gro assumed The Scotts Company 1996 Stock Option Plan (the "1996 Plan") as well as all obligations of Scotts under the 1996 Plan, including the outstanding options and stock units granted pursuant to the 1996 Plan. As part of the Restructuring Merger:

- Each option to purchase Scotts Common Shares granted under the 1996 Plan which was outstanding immediately prior to the Effective Time was converted into and became an option to purchase the same number of Scotts Miracle-Gro Common Shares as the number of Scotts Common Shares which were subject to such option immediately prior to the Effective Time, at the same exercise price per share and upon the same terms and subject to the same conditions as were in effect at the Effective Time.

- The Scotts Common Shares attributable to accounts of directors of Scotts (who became directors of Scotts Miracle-Gro following the Restructuring Merger) holding stock units received under the 1996 Plan immediately prior to the Effective Time were converted into the same number of Scotts Miracle-Gro Common Shares and those Scotts Miracle-Gro Common Shares are attributable to the accounts of those directors upon the same terms and subject to the same conditions as were in effect at the Effective Time.

All provisions of the 1996 Plan remain the same following the Restructuring Merger, except that the 1996 Plan has been amended to replace references in the 1996 Plan to "The Scotts Company" with references to "The Scotts Miracle-Gro Company" and to change the name of the 1996 Plan from "The Scotts Company 1996 Stock Option Plan" to "The Scotts Miracle-Gro Company 1996 Stock Option Plan." From and after the Effective Time, all awards made under the 1996 Plan will be made with respect to Scotts Miracle-Gro Common Shares.

TABLE OF CONTENTS

The Restructuring Merger was approved by the shareholders of Scotts at the Annual Meeting of Shareholders held on January 27, 2005. Prior to the Restructuring Merger, Scotts Miracle-Gro had engaged in no activities other than those incident to the restructuring and had no assets or liabilities other than nominal assets and liabilities.

Pursuant to Rule 414(d) under the Securities Act of 1933, as amended (the "Securities Act"), Scotts Miracle-Gro, as the successor issuer to Scotts, hereby adopts Scotts' Registration Statements on Form S-8 (Registration Nos. 333-06061, 333-27561 and 333-76697), which Registration Statements are applicable to the securities issuable under the 1996 Plan, as the Registration Statements of Scotts Miracle-Gro for all purposes of the Securities Act and the Exchange Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Scotts Miracle-Gro hereby incorporates into this Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (Registration Nos. 333-06061, 333-27561 and 333-76697 (the "Registration Statements") the following documents filed by Scotts Miracle-Gro and Scotts with the Securities and Exchange Commission (the "Commission"):

- The Annual Report on Form 10-K of Scotts for the fiscal year ended September 30, 2004.
- The Quarterly Report on Form 10-Q of Scotts for the quarterly period ended January 1, 2005.
- The Current Reports on Form 8-K filed by Scotts with the Commission on November 19, 2004, December 8, 2004 (as subsequently amended by the Current Report on Form 8-K/A filed with the Commission on December 17, 2004) and February 2, 2005.
- The Current Report on Form 8-K filed by Scotts Miracle-Gro with the Commission on March 24, 2005.
- The description of the Scotts Miracle-Gro Common Shares contained in Scotts Miracle-Gro's Current Report on Form 8-K filed with the Commission on March 24, 2005.

Any definitive proxy statement or information statement filed by Scotts Miracle-Gro pursuant to Section 14 of the Exchange Act and all documents which may be filed by Scotts Miracle-Gro with the Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the completion of the offering contemplated by the 1996 Plan, shall also be deemed to be incorporated herein by reference and to be made a part hereof from the date of filing of such documents. Information furnished by Scotts Miracle-Gro under any Current Report on Form 8-K is not incorporated by reference in this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 11.5 of the 1996 Plan provides for indemnification of the Registrant's Board of Directors (the "Board") and of members of the Compensation and Organization Committee (the "Committee") which administers the 1996 Plan as follows:

> 11.5. Indemnification. Each person who is or shall have been a member of the Committee or of the Board shall be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit, or proceeding to which he may be made a party or in which he may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him in settlement thereof, with the Company's approval, or paid by him in satisfaction of any judgment in any such action, suit, or proceeding against him, provided he shall give the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf. The foregoing right of indemnification shall not be exclusive and shall be independent of any other rights of indemnification to which such persons may be entitled under the Company's articles of incorporation or regulations, by contract, as a matter of law, or otherwise.

Article Five of the Code of Regulations of the Registrant governs the indemnification of officers and directors of the Registrant. Article Five provides:

> Section 5.01. Mandatory Indemnification. The corporation shall indemnify any officer or director of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. A person claiming indemnification under this Section 5.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal matter, to have had no reasonable cause to

believe his conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

Section 5.02. Court-Approved Indemnification. Anything contained in the Regulations or elsewhere to the contrary notwithstanding:

(A) the corporation shall not indemnify any officer or director of the corporation who was a party to any completed action or suit instituted by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he shall have been adjudged to be liable for acting with reckless disregard for the best interests of the corporation or misconduct (other than negligence) in the performance of his duty to the corporation unless and only to the extent that the Court of Common Pleas of Union County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(B) the corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 5.02.

Section 5.03. Indemnification for Expenses. Anything contained in the Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or director of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01, or in defense of any claim, issue or matter therein, he shall be promptly indemnified by the corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him in connection therewith.

Section 5.04. Determination Required. Any indemnification required under Section 5.01 and not precluded under Section 5.02 shall be made by the corporation only upon a determination that such indemnification of the officer or director is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 5.01. Such determination may be made only (A) by a majority vote of a quorum consisting of directors of the corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding, or (B) if such a quorum is not obtainable or if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the corporation, or any person to be indemnified, within the past five years, or (C) by the shareholders, or (D) by the Court of Common Pleas of Union County, Ohio or (if the corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under division (D) of this Section 5.04 at any time [including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested directors under division (A) or

by independent legal counsel under division (B) or by the shareholders under division (C) of this Section 5.04]; and no failure for any reason to make any such determination, and no decision for any reason to deny any such determination, by the disinterested directors under division (A) or by independent legal counsel under division (B) or by shareholders under division (C) of this Section 5.04 shall be evidence in rebuttal of the presumption recited in Section 5.01. Any determination made by the disinterested directors under division (A) or by independent legal counsel under division (B) of this Section 5.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Union County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 5.05. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 5.01 shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or director promptly as such expenses are incurred by him, but only if such officer or director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he shall not have been successful on the merits or otherwise:

(A) if it shall ultimately be determined as provided in Section 5.04 that he is not entitled to be indemnified by the corporation as provided under Section 5.01; or

(B) if, in respect of any claim, issue or other matter asserted by or in the right of the corporation in such action or suit, he shall have been adjudged to be liable for acting with reckless disregard for the best interests of the corporation or misconduct (other than negligence) in the performance of his duty to the corporation, unless and only to the extent that the Court of Common Pleas of Union County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he is fairly and reasonably entitled to all or part of such indemnification.

Section 5.06. Article FIVE Not Exclusive. The indemnification provided by this Article FIVE shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles or the Regulations or any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5.07. Insurance. The corporation may purchase and maintain insurance or furnish similar protection, including but not limited to, trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred

by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the obligation or the power to indemnify him against such liability under the provisions of this Article FIVE. Insurance may be purchased from or maintained with a person in which the corporation has a financial interest.

Section 5.08. Certain Definitions. For purposes of this Article FIVE, and as examples and not by way of limitation:

(A) A person claiming indemnification under this Article FIVE shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him, without a conviction of him, without the imposition of a fine upon him and without his payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or otherwise results in a vindication of him); and

(B) References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" within the meaning of that term as used in this Article FIVE.

Section 5.09. Venue. Any action, suit or proceeding to determine a claim for indemnification under this Article FIVE may be maintained by the person claiming such indemnification, or by the corporation, in the Court of Common Pleas of Union County, Ohio. The corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his person by the Court of Common Pleas of Union County, Ohio in any such action, suit or proceeding.

Division (E) of Section 1701.13 of the Ohio Revised Code addresses indemnification by an Ohio corporation and provides as follows:

(E)(1) A corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal

action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(2) A corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any of the following:

(a) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper;

(b) Any action or suit in which the only liability asserted against a director is pursuant to section 1701.95 of the Revised Code.

(3) To the extent that a director, trustee, officer, employee, member, manager, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in division (E)(1) or (2) of this section, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

(4) Any indemnification under division (E)(1) or (2) of this section, unless ordered by a court, shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, trustee, officer, employee, member, manager, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in division (E)(l) or (2) of this section. Such determination shall be made as follows:

(a) By a majority vote of a quorum consisting of directors of the indemnifying corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in division (E)(1) or (2) of this section;

(b) If the quorum described in division (E)(4)(a) of this section is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified within the past five years;

(c) By the shareholders;

(d) By the court of common pleas or the court in which the action, suit, or proceeding referred to in division (E)(1) or (2) of this section was brought.

Any determination made by the disinterested directors under division (E)(4)(a) or by independent legal counsel under division (E)(4)(b) of this section shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the corporation under division (E)(2) of this section, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

(5)(a) Unless at the time of a director's act or omission that is the subject of an action, suit, or proceeding referred to in division (E)(1) or (2) of this section, the articles or the regulations of a corporation state, by specific reference to this division, that the provisions of this division do not apply to the corporation and unless the only liability asserted against a director in an action, suit, or proceeding referred to in division (E)(1) or (2) of this section is pursuant to section 1701.95 of the Revised Code, expenses, including attorney's fees, incurred by a director in defending the action, suit, or proceeding shall be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director in which he agrees to do both of the following:

(i) Repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation;

(ii) Reasonably cooperate with the corporation concerning the action, suit, or proceeding.

(b) Expenses, including attorney's fees, incurred by a director, trustee, officer, employee, member, manager, or agent in defending any action, suit, or proceeding referred to in division (E)(1) or (2) of this section, may be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee, member, manager, or agent to repay such amount, if it ultimately is determined that he is not entitled to be indemnified by the corporation.

(6) The indemnification authorized by this section shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the articles, the regulations, any agreement, a vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in

another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, member, manager, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(7) A corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, on behalf of or for any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section. Insurance may be purchased from or maintained with a person in which the corporation has a financial interest.

(8) The authority of a corporation to indemnify persons pursuant to division (E)(1) or (2) of this section does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided pursuant to divisions (E)(5), (6), and (7) of this section. Divisions (E)(1) and (2) of this section do not create any obligation to repay or return payments made by the corporation pursuant to division (E)(5), (6), or (7).

(9) As used in division (E) of this section, “corporation” includes all constituent entities in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director, officer, employee, trustee, member, manager, or agent of such a constituent entity, or is or was serving at the request of such constituent entity as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, shall stand in the same position under this section with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

The Registrant has purchased insurance coverage under a policy which insures directors and officers against certain liabilities which might be incurred by them in such capacity.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

See the Index to Exhibits attached hereto and beginning at page 15.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(l) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 of this Part II, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of

appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

[Remainder of page intentionally left blank; signatures on following page.]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marysville, State of Ohio, on the 9th day of May, 2005.

THE SCOTTS MIRACLE-GRO COMPANY

By: /s/ James Hagedorn
James Hagedorn, President, Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on May 9, 2005.

Signature	Title
/s/ *Mark R. Baker Mark R. Baker	Director
/s/ *Lynn J. Beasley Lynn J. Beasley	Director
/s/ *Gordon F. Brunner Gordon F. Brunner	Director
/s/ *Arnold W. Donald Arnold W. Donald	Director
/s/ *Joseph P. Flannery Joseph P. Flannery	Director
/s/ James Hagedorn James Hagedorn	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer) and Director
/s/ *Katherine Hagedorn Littlefield Katherine Hagedorn Littlefield	Director
/s/ Christopher L. Nagel Christopher L. Nagel	Executive Vice President and Chief Financial Officer (Principal Officer and Principal Accounting Officer)

Signature	Title
/s/ *Patrick J. Norton	Director
Patrick J. Norton	
/s/ *Stephanie M. Shern	Director
Stephanie M. Shern	
/s/ *John M. Sullivan	Director
John M. Sullivan	

* By James Hagedorn pursuant to Powers of Attorney executed by the directors and executive officers identified above, which Powers of Attorney have been filed with the Securities and Exchange Commission as exhibits to this Post-Effective Amendment No. 1 to Registration Statement on Form S-8.

/s/ James Hagedorn

James Hagedorn, Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description	Location
4.1	Initial Articles of Incorporation of The Scotts Miracle-Gro Company as filed with the Ohio Secretary of State on November 22, 2004	Incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of The Scotts Miracle-Gro Company dated and filed with the Securities and Exchange Commission on March 24, 2005 (File No. 1-13292) (the "March 24, 2005 Form 8-K")
4.2	Certificate of Amendment by Shareholders to Articles of Incorporation of The Scotts Miracle-Gro Company as filed with the Ohio Secretary of State on March 18, 2005	Incorporated herein by reference to Exhibit 3.2 to the March 24, 2005 Form 8-K (File No. 1-13292)
4.3	Code of Regulations of The Scotts Miracle-Gro Company	Incorporated herein by reference to Exhibit 3.3 to the March 24, 2005 Form 8-K (File No. 1-13292)
5.1	Opinion of Vorys, Sater, Seymour and Pease LLP regarding legality	Filed herewith
10.1	Amendment to The Scotts Company 1996 Stock Option Plan (2005 Amendment)	Filed herewith
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm	Filed herewith
23.2	Consent of Vorys, Sater, Seymour and Pease LLP	Filed as part of Exhibit 5.1
24.1	Powers of Attorney of Executive Officers and Directors of The Scotts Miracle-Gro Company	Filed herewith

EXHIBIT 5.1

(614) 464-6400

May 9, 2005

Board of Directors
The Scotts Miracle-Gro Company
14111 Scottslawn Road
Marysville, Ohio 43041

Re: 1996 Stock Option Plan

Ladies and Gentlemen:

We have acted as counsel to The Scotts Miracle-Gro Company, an Ohio corporation (the "Company"), in connection with the preparation of Post-Effective Amendment No. 1 ("Post-Effective Amendment No. 1") to Registration Statements on Form S-8 (Registration Nos. 333-06061; 333-27561 and 333-76697) (the "Registration Statements"), which Post-Effective Amendment No. 1 was filed by the Company with the Securities and Exchange Commission on the date hereof pursuant to Rule 414 promulgated under the provisions of the Securities Act of 1933, as amended (the "Act"), with respect to the Company's adoption of The Scotts Miracle-Gro Company 1996 Stock Option Plan (formerly known as The Scotts Company 1996 Stock Option Plan), as amended (the "Plan"), in the Company's capacity as the successor issuer to The Scotts Company, an Ohio corporation ("Scotts").

In connection with rendering this opinion, we have examined an original or copy of, and have relied upon the accuracy of, without independent verification or investigation: (a) Post-Effective Amendment No. 1; (b) the Registration Statements; (c) the Agreement and Plan of Merger, dated as of December 13, 2004, by and among Scotts, The Scotts Company LLC ("Scotts LLC") and the Company; (d) the Plan; (e) the Company's Articles of Incorporation, as amended (the "Articles"); (f) the Company's Code of Regulations (the "Regulations"); (g) certain corporate records of each of the Company and Scotts, including resolutions adopted by the directors and by the shareholders of each of the Company and Scotts; and (h) certain limited liability records of Scotts LLC, including resolutions adopted by the manager of Scotts LLC. We have also relied upon such representations of the Company, Scotts and Scotts LLC and officers of the Company, Scotts and Scotts LLC and examined such authorities of law as we have deemed relevant as a basis for this opinion.

In our examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies (and the authenticity of the originals of such copies), and the accuracy and completeness of all public records reviewed by us.

We have relied solely upon the examinations and inquiries recited herein, and, except for the examinations and inquiries recited herein, we have not undertaken any independent investigation to determine the existence or absence of any facts, and no inference as to our knowledge concerning such facts should be drawn.

As used herein, the phrase "validly issued" means that particular action has been authorized by all necessary corporate action of the Company and that the Company has the corporate authority to take such action under Chapter 1701 of the Ohio Revised Code and the Company's Articles and Regulations.

Based upon and subject to the foregoing and the further qualifications and limitations set forth below, as of the date hereof, we are of the opinion that the common shares, without par value, of the Company (the "Common Shares") available for issuance under the Plan, when issued, delivered and paid for in accordance with the terms and conditions of the Plan and the applicable award agreements with participants in the Plan, will be validly issued, fully paid and non-assessable, assuming compliance with applicable securities laws.

We are members of the Bar of the State of Ohio and do not purport to be experts in the laws of any jurisdiction other than the laws of the State of Ohio, including the applicable provisions of the Ohio Constitution and the reported judicial decisions interpreting those laws, and the United States of America.

This opinion is based upon the laws and legal interpretations in effect, and the facts and circumstances existing, on the date hereof, and we assume no obligation to revise or supplement this opinion should any such law or legal interpretation be changed by legislative action, judicial interpretation or otherwise or should there be any change in such facts or circumstances.

This opinion is furnished by us solely for the benefit of the Company in connection with the offering of Common Shares pursuant to the Plan and the filing of Post-Effective Amendment No. 1 and any further amendments to the Registration Statements. This opinion may not be relied upon by any other person or assigned, quoted or otherwise used without our specific written consent.

Notwithstanding the foregoing, we consent to the filing of this opinion as an exhibit to Post-Effective Amendment No. 1 and to the reference to us therein. By giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated under the Act.

Very truly yours,

/s/ VORYS, SATER, SEYMOUR AND PEASE LLP

EXHIBIT 10.1

AMENDMENT
TO
THE SCOTTS COMPANY 1996 STOCK OPTION PLAN

2005 AMENDMENT

WHEREAS, the shareholders of The Scotts Company ("Scotts") previously approved the adoption of The Scotts Company 1996 Stock Option Plan (the "Plan"); and

WHEREAS, on March 18, 2005 (the "Effective Time"), Scotts consummated the restructuring of Scotts' corporate structure into a holding company structure by merging Scotts into a wholly-owned second-tier Ohio limited liability company subsidiary, The Scotts Company LLC ("Scotts LLC"), pursuant to the Agreement and Plan of Merger, dated as of December 13, 2004 (the "Merger Agreement"), by and among Scotts, Scotts LLC and The Scotts Miracle-Gro Company (the "Company"); and

WHEREAS, pursuant to the Merger Agreement, the Company assumed, as of the Effective Time, the Plan and all obligations and liabilities of Scotts thereunder; and

WHEREAS, Section 9 of the Plan provides that the Company's Board of Directors (the "Board") may amend the Plan at any time without shareholder approval except to the extent that shareholder approval is required to satisfy applicable requirements imposed by Rule 16b-3 under the Securities Exchange Act of 1934, as amended; applicable requirements of the Internal Revenue Code of 1986, as amended; or any securities exchange, market or other quotation system on or through which the Company's securities are listed or traded; and

WHEREAS, the Board has resolved to amend the Plan to reflect the Company's assumption of the Plan;

NOW, THEREFORE, the Plan is amended effective as of the Effective Time as follows:

1. The title of the Plan is amended to be "The Scotts Miracle-Gro Company 1996 Stock Option Plan."

2. Section 2.1(k) of the Plan is amended and restated, in its entirety, to read as follows: "Company" means The Scotts Miracle-Gro Company, an Ohio corporation, and any successor thereto.

3. Section 2.1(s) of the Plan is amended and restated to read, in its entirety, as follows: "Plan" means The Scotts Miracle-Gro Company 1996 Stock Option Plan, as in effect from time to time.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed as of the 6th day of May, 2005, to be effective as of March 18, 2005.

THE SCOTTS MIRACLE-GRO COMPANY

By: /s/ Christopher L. Nagel

Print Name: Christopher L. Nagel

Title: EVP and Chief Financial Officer

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 22, 2004 relating to the financial statements, which appears in The Scotts Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2004. We also consent to the incorporation by reference of our report dated November 22, 2004 related to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Columbus, Ohio
May 5, 2005

EXHIBIT 24.1

POWERS OF ATTORNEY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ Mark R. Baker
Mark R. Baker

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as she might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 4th day of May, 2005.

/s/ Lynn J. Beasley
Lynn J. Beasley

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ Gordon F. Brunner
Gordon F. Brunner

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ Arnold W. Donald
Arnold W. Donald

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ Joseph P. Flannery
Joseph P. Flannery

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ James Hagedorn
James Hagedorn

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as she might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 4th day of May, 2005.

/s/ Katherine Hagedorn Littlefield
Katherine Hagedorn Littlefield

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn** and **David M. Aronowitz**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 6th day of May, 2005.

/s/ Christopher L. Nagel
Christopher L. Nagel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ Patrick J. Norton
Patrick J. Norton

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as she might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 4th day of May, 2005.

/s/ Stephanie M. Shern
Stephanie M. Shern

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of **THE SCOTTS MIRACLE-GRO COMPANY**, an Ohio corporation, which is about to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a **Post-Effective Amendment No. 1 to Registration Statements on Form S-8** (Registration Nos. 333-06061, 333-27561 and 333-76697) for the registration of certain of its common shares for offering and sale pursuant to **The Scotts Miracle-Gro Company 1996 Stock Option Plan**, hereby constitutes and appoints **James Hagedorn**, **David M. Aronowitz** and **Christopher L. Nagel**, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and the New York Stock Exchange, granting unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all things that each of said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of May, 2005.

/s/ John M. Sullivan
John M. Sullivan