
**UNITED STATES
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): January 30, 2019 (January 25, 2019)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

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.)

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))

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.

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

Form of Amendment to Award Agreement

As previously disclosed by the Company in its proxy statement filed on December 14, 2018, the Company and certain officers are entering into a form of amendment (“Amendment”) to the Project Focus Award agreements originally issued in January 2017. The Amendment will remove an excise tax gross-up provision contained in the Project Focus Award agreements. The form of Amendment is attached hereto as exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On January 25, 2019, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”) as a virtual meeting and shareholders were able to participate in the Annual Meeting, vote and submit questions via live webcast.

At the close of business on November 30, 2018, the record date for the determination of shareholders entitled to vote at the Annual Meeting, there were 55,326,052 Common Shares of the Company issued and outstanding, each share being entitled to one vote. At the Annual Meeting, the holders of 51,636,376 Common Shares, or approximately 93.33% of the outstanding Common Shares, were represented in person or by proxy and, therefore, a quorum was present.

At the Annual Meeting, the Company’s shareholders voted on the following matters:

Proposal 1 — Election of Directors.

Each of David C. Evans, Stephen L. Johnson, Adam Hanft and Katherine Hagedorn Littlefield was elected as a director of the Company to serve for a term expiring at the Annual Meeting of Shareholders to be held in 2022. The results of the vote were as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David C. Evans	44,250,306	1,195,957	6,190,113
Stephen L. Johnson	43,769,847	1,676,416	6,190,113
Adam Hanft	42,903,936	2,542,327	6,190,113
Katherine Hagedorn Littlefield	43,778,234	1,668,029	6,190,113

Proposal 2 — Advisory Vote on the Compensation of the Company’s Named Executive Officers.

The compensation of the Company’s named executive officers was approved on an advisory basis. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
43,994,249	1,364,888	87,126	6,190,113

Proposal 3 — Ratification of the Selection of Deloitte & Touche LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending September 30, 2019.

The Audit Committee’s selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm was ratified. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
50,587,063	995,249	54,064

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:

Exhibit No. Description

10.1	Form of Amendment to Project Focus Amendment Award Agreement under The Scotts Miracle-Gro Company Long-Term Incentive Plan (Effective as of January 30, 2017).
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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: January 30, 2019

By: /s/ IVAN C. SMITH

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 January 30, 2019
The Scotts Miracle-Gro Company

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Form of Amendment to Project Focus Amendment Award Agreement under The Scotts Miracle-Gro Company Long-Term Incentive Plan (Effective as of January 30, 2017).</u>

**THE SCOTTS MIRACLE-GRO COMPANY
LONG-TERM INCENTIVE PLAN**

**ADDENDUM TO THE
PROJECT FOCUS PERFORMANCE UNIT AWARD AGREEMENT**

For good and valuable consideration, including but not limited to incremental changes to the Grantee's total compensation approved in 2019, the sufficiency of which is hereby acknowledged, you and the Company, agree to amend this Award Agreement as indicated below:

1. Section 9 of the Project Focus Award is deleted in its entirety, retroactive to the Grant Date.
2. The remainder of the Award Agreement shall remain unchanged.

[Grantee's Name]

THE SCOTTS MIRACLE-GRO COMPANY

By: _____

By: _____

[Name of Company Representative]

Date Signed: _____

[Title of Company Representative]

Date Signed: _____

This addendum should be attached to the January 30, 2017 Project Focus Performance Unit Award Agreement.