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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): April 10, 2023 (April 10, 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 2.02. Results of Operations and Financial Condition.**

On April 10, 2023, the Company issued a news release reporting, among other things, preliminary information regarding its financial results for the three months ended April 1, 2023. A copy of the news release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On April 10, 2023, the Company issued a news release announcing that Nate Baxter will join the Company on April 28, 2023, as Executive Vice President, Technology & Operations. A copy of the news release is filed herewith as Exhibit 99.1 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 April 10, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: April 10, 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 April 10, 2023  
The Scotts Miracle-Gro Company

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## *The Scotts Miracle-Gro Company*

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### **ScottsMiracle-Gro Provides Update on Fiscal 2023 Second Quarter; Announces Nate Baxter Joining Executive Team**

MARYSVILLE, Ohio, April 10, 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 it anticipates achieving a net leverage ratio comfortably below the credit facility covenant of 6.5 times for its fiscal 2023 second quarter.

The Company expects final Q2 net leverage in the range of 6.0, reflecting the disciplined approach to cost control, focus on improved efficiencies and initiatives to engage consumers early in the lawn and garden season are contributing to improvements in its overall financial position. The Company will announce full second-quarter results on Wednesday, May 3, 2023, when it will hold its quarterly earnings call.

"I'm proud of what we've accomplished this fiscal year and the positive direction we are heading," said Jim Hagedorn, chairman and CEO. "While the past eight months have been challenging, a tremendous amount of work continues to be undertaken to improve the financial and operating performance of ScottsMiracle-Gro.

"Many people have played a role, starting with our associates and extending to our Board of Directors, banks and retail partners. I want to express my gratitude for all those involved and especially for the support of our shareholders. I look forward to providing a detailed financial update on May 3."

In addition, the Company announced that Nate Baxter, 50, an executive leader with extensive management experience, will join the Company on April 28, 2023, as executive vice president, technology & operations, reporting to President and COO Mike Lukemire. Baxter will oversee research and development, information technology, regulatory, quality and environmental health and safety. He most recently was president of TEL U.S., a subsidiary of Tokyo Electron Ltd., a Japanese manufacturer of semiconductor and flat panel manufacturing equipment. In nearly 16 years with TEL, he held positions in development, production, sales and marketing. Prior to TEL, he worked 10 years with Intel Corporation in technology, supply chain, strategy and management. He has undergraduate degrees in physics from Rollins College and materials engineering from Georgia Institute of Technology and a masters in materials science from Georgia Institute of Technology. Baxter is a member of the Hagedorn Partnership, L.P, which owns approximately 25 percent of the Company's common shares.

"Nate brings a wealth of experience that goes far beyond his track record in the technology sector," Hagedorn said. "He will provide important perspectives in areas ranging from strategy and operations to product development. As a member of the Hagedorn Partnership, he knows our Company and industry well. His addition - along with the December appointment of CFO Matt Garth - reflects how we are strengthening the team with next-generation leaders capable of making an immediate impact."

**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).

**Contact**

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