
**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): February 25, 2021

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

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

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.

Item 2.02. Results of Operations and Financial Condition.

On February 10, 2021, The Scotts Miracle-Gro Company (the “Company”) filed its Quarterly Report on Form 10-Q for the three months ended January 2, 2021. During the three months ended January 2, 2021, the Company’s reportable segments were modified due to the change in its internal organization structure such that AeroGrow International, Inc. (“AeroGrow”) is now managed by and reported within the U.S. Consumer segment. Within the U.S. Consumer segment, AeroGrow will be integrated into the Company’s overall direct-to-consumer focus and strategy. AeroGrow was previously managed by and reported within the Hawthorne segment. The Company is furnishing this information to provide additional historical financial results reflecting its new organization structure. Attached hereto as Exhibit 99.1 is unaudited condensed consolidated selected financial data of the Company comprised of segment results by quarter and on an annual basis for fiscal 2020 and 2019. This Current Report on Form 8-K should be read in conjunction with the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2020, the Company’s Quarterly Report on Form 10-Q for the three months ended January 2, 2021 and other Company filings with the Securities and Exchange Commission.

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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Unaudited Condensed Consolidated Selected Financial Data
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: February 25, 2021

By: /s/ CORY J. MILLER

Printed Name: Cory J. Miller

Title: Senior Vice President and Interim Chief Financial Officer

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Current Report on Form 8-K
Dated February 25, 2021
The Scotts Miracle-Gro Company

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THE SCOTTS MIRACLE-GRO COMPANY
Segment Results

The Company divides its operations into three reportable segments: U.S. Consumer, Hawthorne and Other. U.S. Consumer consists of the Company's consumer lawn and garden business located in the geographic United States. Hawthorne consists of the Company's indoor and hydroponic gardening business. Other consists of the Company's consumer lawn and garden business in geographies other than the U.S. and the Company's product sales to commercial nurseries, greenhouses and other professional customers. In addition, Corporate consists of general and administrative expenses and certain other income and expense items not allocated to the business segments. This identification of reportable segments is consistent with how the segments report to and are managed by the chief operating decision maker of the Company.

During the three months ended January 2, 2021, the Company changed its internal organization structure such that AeroGrow International, Inc. ("AeroGrow") is now managed by and reported within the U.S. Consumer segment. Within the U.S. Consumer segment, AeroGrow will be integrated into the Company's overall direct-to-consumer focus and strategy. AeroGrow was previously managed by and reported within the Hawthorne segment. The prior period amounts have been reclassified to conform with the new organization structure.

The performance of each reportable segment is evaluated based on several factors, including income (loss) from continuing operations before income taxes, amortization, impairment, restructuring and other charges ("Segment Profit (Loss)"). Senior management uses Segment Profit (Loss) to evaluate segment performance because the Company believes this measure is indicative of performance trends and the overall earnings potential of each segment.

THE SCOTTS MIRACLE-GRO COMPANY

Segment Results

(In millions)

(Unaudited)

	Year Ended September 30, 2020				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net Sales:					
U.S. Consumer	\$ 165.5	\$ 1,113.2	\$ 1,093.0	\$ 511.8	\$ 2,883.5
Hawthorne	180.7	219.5	285.7	337.3	1,023.1
Other	19.6	50.1	114.0	41.2	225.0
Consolidated	<u>\$ 365.8</u>	<u>\$ 1,382.8</u>	<u>\$ 1,492.7</u>	<u>\$ 890.3</u>	<u>\$ 4,131.6</u>
Segment Profit (Loss):					
U.S. Consumer	\$ (40.1)	\$ 374.6	\$ 313.8	\$ 46.0	\$ 694.3
Hawthorne	12.5	23.8	37.8	37.7	111.9
Other	(3.5)	4.0	14.4	(3.2)	11.7
Total Segment Profit (Loss)	(31.1)	402.4	366.0	80.5	817.9
Corporate	(26.1)	(36.9)	(57.8)	(62.5)	(183.4)
Intangible asset amortization	(7.6)	(8.1)	(7.8)	(8.9)	(32.5)
Impairment, restructuring and other	2.2	(3.7)	(15.9)	0.5	(16.8)
Costs related to refinancing	(15.1)	—	—	—	(15.1)
Interest expense	(20.0)	(22.7)	(20.3)	(16.7)	(79.6)
Other non-operating income, net	2.6	2.8	1.9	12.8	20.1
Income (loss) from continuing operations before income taxes	<u>\$ (95.1)</u>	<u>\$ 333.8</u>	<u>\$ 266.1</u>	<u>\$ 5.7</u>	<u>\$ 510.6</u>

	Year Ended September 30, 2019				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net Sales:					
U.S. Consumer	\$ 149.4	\$ 1,001.9	\$ 894.0	\$ 266.3	\$ 2,311.7
Hawthorne	128.3	135.7	171.4	205.3	640.6
Other	20.4	52.3	104.9	26.1	203.7
Consolidated	<u>\$ 298.1</u>	<u>\$ 1,189.9</u>	<u>\$ 1,170.3</u>	<u>\$ 497.7</u>	<u>\$ 3,156.0</u>
Segment Profit (Loss):					
U.S. Consumer	\$ (42.8)	\$ 320.1	\$ 270.8	\$ (21.5)	\$ 526.7
Hawthorne	4.1	10.2	17.5	22.7	54.6
Other	(4.0)	3.8	13.2	(2.6)	10.3
Total Segment Profit (Loss)	(42.7)	334.1	301.5	(1.4)	591.6
Corporate	(27.9)	(34.3)	(34.4)	(38.5)	(135.3)
Intangible asset amortization	(8.3)	(8.4)	(8.4)	(8.4)	(33.4)
Impairment, restructuring and other	(6.0)	(1.2)	(0.5)	(5.7)	(13.3)
Equity in income of unconsolidated affiliates	1.3	2.0	—	—	3.3
Interest expense	(25.2)	(28.9)	(25.9)	(21.7)	(101.8)
Other non-operating income, net	2.9	260.1	5.1	2.3	270.5
Income (loss) from continuing operations before income taxes	<u>\$ (105.9)</u>	<u>\$ 523.4</u>	<u>\$ 237.4</u>	<u>\$ (73.4)</u>	<u>\$ 581.6</u>

The sum of the quarters may not equal full year due to rounding.