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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): August 11, 2014 (August 8, 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 August 8, 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 Michelle A. Johnson (formerly, Michelle A. Rhee) as a Class II member of the Board in order to fill an existing vacancy. As a Class II director, Ms. Johnson will hold office for a term that will expire at the 2015 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board also appointed Ms. Johnson to serve on the Board’s Compensation and Organization Committee and Innovation and Marketing Committee. Upon the recommendation of the Nominating and Governance Committee of the Board, the Board determined that Ms. Johnson satisfies the applicable independence requirements set forth in the rules and regulations of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (the “SEC”). In her capacity as a non-employee director of the Company, Ms. Johnson will receive the same compensation for 2014 as other non-employee directors of the Company, pro-rated to reflect the time she serves on the Board during the 2014 calendar year, which consists of cash retainer payments totaling \$41,667 and a grant of deferred stock units (“DSUs”) with a grant date value of \$70,833. The DSUs, which were granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of August 8, 2014 and will vest on the earlier of January 31, 2015 or the date of the 2015 Annual Meeting of Shareholders of the Company. (In the event of death or disability, the DSU award is subject to accelerated vesting.)

A copy of the press release issued by the Company on August 11, 2014 announcing the appointment of Ms. Johnson 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:

**Exhibit No.**      **Description**

99.1              News Release issued by The Scotts Miracle-Gro Company on August 11, 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: August 11, 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 August 11, 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 August 11, 2014

# ***The Scotts Miracle-Gro Company* NEWS**

## **Scotts Miracle-Gro Announces the Appointment of Michelle A. Johnson to its Board of Directors**

MARYSVILLE, Ohio (August 8, 2014) - The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products, announced that Michelle A. Johnson has been named to its Board of Directors, effective immediately.

"Michelle is an innovator, a change agent and has clearly helped shape the national dialogue in her field," said Jim Hagedorn, chairman and chief executive officer. "We look forward to her bringing a unique perspective to our Board that will help shape our thinking and make Scotts a stronger and smarter company as we look to the future."

Johnson is the CEO of Sacramento-based StudentsFirst, which she founded in 2010, a bipartisan grassroots movement aimed at making sure all kids have access to great teachers and schools. She is also the former chancellor of the District of Columbia Public Schools.

She graduated from Cornell University in 1992, and went on to join Teach for America. Johnson subsequently spent three years as a teacher at Harlem Park Elementary in Baltimore.

She went on to earn her Master's in Public Policy from Harvard University's Kennedy School of Government, after which she launched The New Teacher Project, where she was chief executive officer and president. In 2007, Washington, D.C. Mayor Adrian Fenty appointed Johnson to be the city's schools chancellor.

She is from Toledo, Ohio and currently resides in Sacramento, California. Johnson currently serves on the board of The Broad Center for the Management of School Systems, a nonprofit organization that prepares system-level leaders in public K-12 education.

Johnson will serve on the Company's Compensation and Organization and Innovation and Marketing Committees, with a term that expires in 2015.

### **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.scotts.com](http://www.scotts.com).

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