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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): June 3, 2013 (May 28, 2013)**

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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)

**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 Arrangement for Certain Officers.**

The Scotts Miracle-Gro Company (the “Company”) today announced that three members of its Board of Directors (the “Board”) have resigned.

John S. Shiely resigned on May 28, 2013. Mr. Shiely was first appointed to the Board in 2007. During his tenure on the Board, Mr. Shiely served on the Audit, the Finance, the Compensation & Organization, and the Governance & Nominating Committees, acting as Committee Chair for the Governance & Nominating Committee.

Carl F. Kohrt, Ph.D. resigned on May 31, 2013. Dr. Kohrt was first appointed to the Board in 2008. In 2009, he was elected Lead Independent Director. During his tenure on the Board, Dr. Kohrt served on the Compensation & Organization, the Governance & Nominating, and the Innovation & Technology Committees.

William G. Jurgensen resigned on June 3, 2013. Mr. Jurgensen was first appointed to the Board in 2009. During his tenure on the Board, Mr. Jurgensen served on the Audit, the Finance, the Governance & Nominating, and the Innovation & Technology Committees.

The Company has benefited greatly from the wisdom, experience, and dedication to the Company of Messrs. Shiely, Kohrt and Jurgensen and thanks each of them for their service to the Company.

A copy of the Company's news release announcing these resignations 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 June 3, 2013

**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: June 3, 2013

By: /s/ VINCENT C. BROCKMAN

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Name: Vincent C. Brockman

Title: Executive Vice President, General Counsel and Corporate Secretary

**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated June 3, 2013  
The Scotts Miracle-Gro Company

Exhibit No.

Description

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99.1

News Release issued by The Scotts Miracle-Gro Company on June 3, 2013

# *The Scotts Miracle-Gro Company* NEWS

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## **ScottsMiracle-Gro Announces Resignation of Board Members**

MARYSVILLE, Ohio (June 3, 2013) The Scotts Miracle-Gro Company (NYSE:SMG) today announced it would restructure the size and composition of its Board of Directors, a decision previously contemplated but accelerated by the recent resignations of three board members.

In a filing with the Securities and Exchange Commission, the Company said the following members have resigned: Carl F. Kohrt, PhD, who recently accepted the position as president of his alma mater, Furman University in South Carolina; as well as John S. Shiely and William G. Jurgensen.

“Each of these board members served us well for many years and I want to thank them for their counsel and contributions,” said Jim Hagedorn, chairman and chief executive officer. “I wish them each well in their future endeavors.”

The Company began discussions last year about a move to a smaller board of directors, which would be consistent with other peer companies and also more efficient. With that background, the board has determined to not fill the current vacancies at this time. The board will likely be reduced in size to eight to 10 members over time as part of the normal nominating and election process.

The resignations were delivered to the Company following a unanimously-supported reprimand of Hagedorn that stemmed from the use of inappropriate language. All three former board members confirmed that their departures were not related to any disagreement relating to the Company’s operations, policies, practices or financial reporting.

"While I have a tendency to use colorful language, I recognize my comments in this case were inappropriate and I apologize," Hagedorn said. "I, along with the rest of our board members, consider the matter resolved and I have made a personal commitment to prevent a future recurrence."

**About ScottsMiracle-Gro**

With more than \$2.8 billion in worldwide sales, The Scotts Miracle-Gro Company, through its wholly-owned subsidiary, The Scotts Company LLC, 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).

**Contact:**

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**Senior Vice President**

**Chief Communications Officer**

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