

---

---

**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, 2015 (January 27, 2015)**

---

**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))

---

---

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

On January 27, 2015, Michael E. Porter, Ph.D., a member of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”), notified the Company of his resignation from the Board effective January 29, 2015. As a Class III director, Professor Porter’s term was set to expire at the Company’s 2016 Annual Meeting of Shareholders. Professor Porter was most recently a member of the Finance Committee and was formerly Chair of the Strategy and Business Development Committee. Professor Porter joined the Board in 2013.

Following the effective date of his resignation, Professor Porter is returning to and expanding upon his previous role as a strategy consultant to the Company.

Professor Porter advised that his departure was not due to any disagreement with the Company on any matter relating to its operations, policies or practices. A copy of the Company’s news release announcing the resignation of Professor Porter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

On January 29, 2015, 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 December 3, 2014, the record date for the determination of shareholders entitled to vote at the Annual Meeting, there were 60,963,063 Common Shares of the Company issued and outstanding, each share being entitled to one vote. At the Annual Meeting, the holders of 57,988,957 Common Shares, or 95% 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 Michelle A. Johnson, Thomas N. Kelly Jr. and John R. Vines was elected as a director of the Company to serve for a term expiring at the Annual Meeting of Shareholders to be held in 2018. The results of the vote were as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Michelle A. Johnson	55,057,170	367,789	2,563,998
Thomas N. Kelly Jr.	54,031,694	1,393,265	2,563,998
John R. Vines	54,887,735	537,224	2,563,998

*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>
54,605,604	544,975	274,380	2,563,998

*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, 2015.*

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>
56,325,700	1,407,935	255,322

A copy of the Company's news release announcing the election of Ms. Johnson and Messrs. Kelly and Vines is attached hereto 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 January 29, 2015

**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, 2015

By: /s/ IVAN C. SMITH

---

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, 2015  
The Scotts Miracle-Gro Company

Exhibit No.

Description

---

99.1

News Release issued by The Scotts Miracle-Gro Company on January 29, 2015

# *The Scotts Miracle-Gro Company* NEWS

---

## **ScottsMiracle-Gro Announces Results of 2015 Annual Meeting of Shareholders; Company Declares Second Quarter Dividend**

*Michelle A. Johnson, Thomas N. Kelly, Jr. and John R. Vines Elected to Board of Directors;  
Michael Porter, PhD., to resume role as strategy consultant*

MARYSVILLE, Ohio (Jan. 29, 2015) – Shareholders of The Scotts Miracle-Gro Company (NYSE: SMG), the world’s largest marketer of branded consumer lawn and garden products, today elected Michelle A. Johnson and re-elected two current members to the Company’s Board of Directors, effective immediately, for three-year terms that expire in 2018. The actions occurred during the Company’s Annual Meeting of Shareholders.

Johnson, the former chief executive officer of Sacramento-based StudentsFirst, was appointed to the Board in August to fill a vacancy. Re-elected to the Board were Thomas N. Kelly, Jr., former executive vice president and transition integration officer at Sprint Nextel Corporation; and Lieutenant General (retired) John R. Vines, founder and chief executive officer of John R. Vines Associates consulting services.

During the meeting Chairman and CEO Jim Hagedorn praised the contributions of Alan H. Barry, 72, former president and chief operating officer of Masco Corporation, who did not stand for re-election to the Board after the expiration of his term.

“Alan’s experience in consumer products and his understanding of our retail channels have made him a critical member of our Board,” Hagedorn said. “I want to thank him for his many valuable contributions over the years and wish him well in retirement.”

Hagedorn also announced that Michael Porter, PhD., the Bishop William Laurence University Professor at Harvard Business School, is returning to and expanding upon his previous role as a strategy consultant to the Company and resigning his Board position effective immediately.

“Our shareholders have benefited greatly from our relationship with Dr. Porter for more than a decade and we have been fortunate to have him in the boardroom during the past two years,” Hagedorn said. “While the complexity of his professional schedule is prompting him to step down as a Director, I am pleased that he will resume and expand upon his previous role as a consultant to the Company on strategic issues ranging from capital allocation to acquisitions. We look forward to continue benefiting from one of the world’s leading authorities on corporate strategy.”

Separately, the Board of Directors approved the payment of a cash dividend of \$0.45 per share. The dividend is payable Tuesday, March 10, 2015, to shareholders of record on Tuesday, February 24, 2015.

An archive of the Company's 2015 Annual Meeting of Shareholders is available on the investor relations section of the ScottsMiracle-Gro website at <http://investor.scotts.com>.

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

#### **Cautionary Note Regarding Forward-Looking Statements**

Statements contained in this press release, other than statements of historical fact, which address activities, events and developments that the Company expects or anticipates will or may occur in the future, including, but not limited to, information regarding the future economic performance and financial condition of the Company, the plans and objectives of the Company's management, and the Company's assumptions regarding such performance and plans are "forward-looking statements" within the meaning of the U.S. federal securities laws that are subject to risks and uncertainties. These forward-looking statements generally can be identified as statements that include phrases such as "guidance," "outlook," "projected," "believe," "target," "predict," "estimate," "forecast," "strategy," "may," "goal," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will," "should" or other similar words or phrases. Actual results could differ materially from the forward-looking information in this release due to a variety of factors, including, but not limited to:

- Compliance with environmental and other public health regulations could increase the Company's costs of doing business or limit the Company's ability to market all of its products;
- Increases in the prices of raw materials and fuel costs could adversely affect the Company's results of operations;
- The highly competitive nature of the Company's markets could adversely affect its ability to maintain or grow revenues;
- Because of the concentration of the Company's sales to a small number of retail customers, the loss of one or more of, or significant reduction in orders from, its top customers could adversely affect the Company's financial results;
- Adverse weather conditions could adversely impact financial results;
- The Company's international operations make the Company susceptible to fluctuations in currency exchange rates and to other costs and risks associated with international regulation;
- The Company may not be able to adequately protect its intellectual property and other proprietary rights that are material to the Company's business;
- If Monsanto Company were to terminate the Marketing Agreement for consumer Roundup products, the Company would lose a substantial source of future earnings and overhead expense absorption;
- Hagedorn Partnership, L.P. beneficially owns approximately 27% of the Company's common shares and can significantly influence decisions that require the approval of shareholders;
- The Company may pursue acquisitions, dispositions, investments, dividends, share repurchases and/or other corporate transactions that it believes will maximize equity returns of its shareholders but may involve risks.

Additional detailed information concerning a number of the important factors that could cause actual results to differ materially from the forward-looking information contained in this release is readily available in the Company's publicly filed quarterly, annual and other reports. The Company disclaims any obligation to update developments of these risk factors or to announce publicly any revision to any of the forward-looking statements contained in this release, or to make corrections to reflect future events or developments.

#### **Contact**

Jim King  
Senior Vice President,  
Investor Relations and Corporate Affairs  
The Scotts Miracle-Gro Company  
(937) 578-5622

###