

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): June 12, 1998 (May 15, 1998)

THE SCOTTS COMPANY

(Exact name of registrant as specified in its charter)

OHIO

1-11593

31-1199481

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

14111 SCOTTSLAWN ROAD, MARYSVILLE, OHIO 43041

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (937) 644-0011

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Index to Exhibits is on Page 5.

ITEM 1. CHANGES IN CONTROL OF REGISTRANT.

Not Applicable.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

Not applicable.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP.

Not applicable.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

Not applicable.

ITEM 5. OTHER EVENTS.

On May 15, 1998, The Scotts Company ("Scotts"), through its subsidiaries, Scotts' Miracle-Gro Products, Inc. and OMS Investments, Inc., acquired the U.S. Home and Garden Consumer Products Business of AgrEvo Environmental Health, Inc. ("AgrEvo"), a leading global pesticides company based in Germany. The acquisition gives Scotts exclusive rights in the U.S. to a broad line of high-performance consumer pesticide products. These products include the Finale(TM) line of non-selective herbicide products, the Weed Warrior(TM) line of selective herbicide products, the Vikor(R) line of insect control products and the InterCept H&G(TM) line of insecticide and fungicide products. As part of the transaction, AgrEvo has entered into a long-term exclusive supply agreement to provide Scotts with glufosinate ammonium, the active ingredient for the Finale herbicide products. Scotts will have ongoing access to AgrEvo's extensive technical support system, including formulation and production advice. The consummation of this acquisition is described in the press release issued on May 18, 1998, which is included herewith as Exhibit 99(a).

ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS.

Not Applicable.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) None required.

(b) None required.

(c) Exhibits.

EXHIBIT NUMBER

DESCRIPTION

99(a)

Press Release issued May 18, 1998

ITEM 8. CHANGE IN FISCAL YEAR.

Not Applicable.

ITEM 9. SALES OF EQUITY SECURITIES PURSUANT TO REGULATION S.

Not Applicable.

SIGNATURES

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 COMPANY

Date: June 12, 1998

By: /s/ Jean H. Mordo

Jean H. Mordo, Executive Vice President
and Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----	PAGE NO. -----
99(a)	Press Release Issued May 18, 1998	*

* Filed herewith

[SCOTTS LOGO]

THE SCOTTS COMPANY ACQUIRES FINALE(TM) BRAND HERBICIDE FROM AGREVO

MARYSVILLE, OHIO, MAY 18, 1998 -- The Scotts Company (NYSE:SMG) today announced that it has acquired the U.S. Home and Garden Consumer Products Business of AgrEvo Environmental Health, Inc., a leading global pesticides company based in Germany.

The acquisition gives Scotts exclusive rights in the U.S. to a broad line of high-performance consumer pesticide products. These products include the Finale(TM) line of non-selective herbicide products, the Weed Warrior(TM) line of selective herbicide products, the Vikor(R) line of insect control products, and the InterCept H&G(TM) line of insecticide and fungicide products. As part of the transaction, AgrEvo has entered into a long-term exclusive supply agreement to provide Scotts with glufosinate ammonium, the active ingredient for the Finale herbicide products. Scotts will have ongoing access to AgrEvo's extensive technical support system, including formulation and production advice.

Glufosinate ammonium is a non-selective herbicide that kills most weeds in 1 to 4 days. Because of the rapid breakdown of its active ingredients, it permits replanting of the treated area as soon as four days after treatment. AgrEvo, a global leader in agricultural markets, introduced Finale in selected U.S. consumer markets in 1994, and market research indicates high levels of satisfaction among consumers.

"We are pleased to add Finale's technical advantages to our product line," said Charles M. Berger, Scotts' Chairman, President and Chief Executive Officer. He added that there is also potential for Vikor, which already has a meaningful regional position, and InterCept H&G, which was recently introduced as a granular product that should do well in the market.

The InterCept H&G granular products are based on a proprietary pyrethroid insecticide marketed under the AgrEvo trademark, DeltaGard, which is expected to emerge as a leading product as older insecticides face mounting environmental and regulatory pressure.

The Scotts Company is a leading supplier of consumer products for the lawn and garden care, professional turf care and professional horticulture businesses in both the U.S. and U.K., and is expanding operations in other international markets. The company owns what are by far the industry's most recognized brands. In the U.S. lawn care business, consumer awareness of the company's Scotts(R) family of brands outscore the nearest competitor by about 6-to-8 times, as does awareness of the company's Miracle-Gro(R) family of brands in the U.S. garden care business. In the U.K., the company's brands include Weedol(R) and Pathclear(R), the top-selling consumer herbicides, Evergreen(R), the leading lawn fertilizer line, the Levington(R) line of lawn and garden products, and Miracle-Gro(R), the leading plant fertilizer.

Statement under the Private Securities Litigation Act of 1995: Forward-looking

 statements represent challenging goals for the company, and the achievement thereof is subject to a variety of risks and assumptions. Certain forward-looking statements contained in this press release, include, but are 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. Actual results may differ materially from the forward-looking information in this release, due to a variety of factors, including, but not limited to:

- o The effects of weather conditions on sales of the company's products, especially during the spring selling season;
- o The success of the company's advertising and promotional programs;
- o The company's ability to maintain favorable profit margins on its products and to produce its products on a timely basis;
- o Inherent risks of international development including currency exchange rates, economic conditions, regulatory and cultural differences;
- o Changes in economic conditions in the U.S. and Europe and the impact of changes in interest rates;
- o Ability to successfully integrate the operations of acquired companies; and
- o Environmental issues and consumer perceptions.

Additional detailed information concerning a number of the important factors that could cause results to differ materially from the forward-looking information contained in this release is readily available in the company's publicly-filed quarterly and annual reports.