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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**

**Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 30, 2024 (January 25, 2024)**

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**The Scotts Miracle-Gro Company**

(Exact name of registrant as specified in its charter)

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<b>Ohio</b> (State or other jurisdiction of incorporation or organization)	<b>001-11593</b> (Commission File Number)	<b>31-1414921</b> (IRS Employer Identification No.)
<b>14111 Scottslawn Road</b> (Address of principal executive offices)	<b>Marysville</b>	<b>Ohio</b>
		<b>43041</b> (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))

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.

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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 January 25, 2024, Nancy Mistretta, a member of the Board of Directors (the “Board”), notified The Scotts Miracle-Gro Company (the “Company”) of her resignation from the Board effective January 30, 2024. As a Class I director, Ms. Mistretta’s term was set to expire at the Company’s 2026 Annual Meeting of Shareholders. Ms. Mistretta was a member of the Audit Committee and the Compensation and Organization Committee and confirmed that her 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 her resignation 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:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	News Release issued by The Scotts Miracle-Gro Company on January 30, 2024
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: January 30, 2024

By: /s/ DIMITER TODOROV

Printed Name: Dimiter Todorov

Title: Executive Vice President, General Counsel, Corporate Secretary &  
Chief Compliance Officer

**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated January 30, 2024  
The Scotts Miracle-Gro Company

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">News Release issued by The Scotts Miracle-Gro Company on January 30, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## **ScottsMiracle-Gro Announces Retirement of Nancy Mistretta from Board of Directors**

MARYSVILLE, Ohio, January 30, 2024 -- The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden as well as indoor and hydroponic growing products, today announced that Nancy Mistretta has retired from its Board of Directors.

Mistretta has been a director since 2007 and served on various Board committees, most recently as a member of the Audit Committee and the Compensation and Organization Committee.

"Nancy has been a great partner and friend over these many years," said Jim Hagedorn, chairman, CEO and president of ScottsMiracle-Gro. "Her expertise in finance and banking have been invaluable in providing strategic counsel and guidance not only to the management team but also to fellow Board members. She has been a solid contributor in our continual efforts to drive and improve shareholder value. Her leadership and insights will be missed."

Hagedorn stated that the Company intends to name a replacement to the open Board seat, but a timeline has not been established.

"Nancy's retirement provides us with an opportunity to further evaluate the skill sets, experience and backgrounds of our Board members. In the last 18 months, we have undertaken a refresh of the Board, bringing on three new directors with diverse perspectives and fresh thinking that mesh well with the tenured members. Just as we have reshaped ScottsMiracle-Gro and its leadership team for the future, we are ensuring the Board is aligned with our direction."

### **About ScottsMiracle-Gro**

With approximately \$3.6 billion in sales, the Company is the world's largest marketer of branded consumer products for lawn and garden care. The Company's brands are among the most recognized in the industry. The Company's Scotts®, Miracle-Gro®, and Ortho® brands are market-leading in their categories. The Company's wholly-owned subsidiary, The Hawthorne Gardening Company, is a leading provider of nutrients, lighting, and other materials used in the indoor and hydroponic growing segment. For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

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