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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): November 7, 2022 (November 4, 2022)**

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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      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 November 4, 2022, Brian D. Finn informed The Scotts Miracle-Gro Company (the “Company”) and its Board of Directors that he will not stand for re-election as a Class I Director at the Company’s 2023 Annual Meeting of Shareholders, which is expected to be held on January 23, 2023.

Mr. Finn advised the Company and its Board of Directors that his decision was not due to any disagreement with the Company on any matter relating to its operations, policies or practices.

A copy of the press release issued by the Company on November 7, 2022 announcing Mr. Finn’s decision not to stand for re-election is included as Exhibit 99.1 to this Current Report on Form 8-K and 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>
10.1	News Release issued by The Scotts Miracle-Gro Company on November 7, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: November 7, 2022

By: /s/ IVAN C. SMITH

Printed Name: Ivan C. Smith

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

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**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated November 7, 2022  
The Scotts Miracle-Gro Company

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	<a href="#">News Release issued by The Scotts Miracle-Gro Company on November 7, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

# The Scotts Miracle-Gro Company

## NEWS

### ScottsMiracle-Gro Announces Nomination of Edith Avilés to Board of Directors and Planned Retirement of Board Member Brian Finn

MARYSVILLE, Ohio, November 7, 2022 – 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 its Board of Directors has nominated Edith Avilés to stand for election to the Board at the upcoming 2023 Annual Meeting of Shareholders. Ms. Avilés has over 30 years of experience in the finance industry, where she has cultivated key relationships and executed growth strategies to deliver strong financial performance across complex global organizations. Currently, she is a managing director in the global investor relations team at Clayton Dubilier & Rice. She previously held leadership roles at Natixis, most recently serving as vice chair of the Americas. Before that, she held senior positions at BNP Paribas and Chase Manhattan Corporation (now JP Morgan Chase).

“We look forward to welcoming Edith to our Board of Directors, as her deep experience in capital markets and leveraged finance will bring an added level of expertise and insights into our Board processes. Her fresh perspectives will be beneficial as we continue on the path of strengthening our balance sheet and improving our overall financial performance,” said Jim Hagedorn, chairman of the Board.

Ms. Avilés is being nominated to succeed Brian Finn, who has decided to retire from the Board at the end of his term at the 2023 Annual Meeting to focus on his family and other interests. “I want to thank Brian for his exemplary service,” Hagedorn said. “Brian’s experience and financial expertise have been invaluable to the Board over the past eight years, and we appreciate his many contributions to the Company.”

#### About ScottsMiracle-Gro

With approximately \$3.9 billion in sales, the Company is one of the world’s largest marketers 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).

#### For investor inquiries:

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