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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 5, 2024 (November 4, 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.**

*Appointment of a Director*

On November 4, 2024, the Board, upon the recommendation of the Nominating and Governance Committee of the Board (“Nominating Committee”), appointed Roberto Candelino as a Class I member of the Board to fill a vacancy. As a Class I director, Mr. Candelino will hold office for a term scheduled to expire at the 2026 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating Committee, the Board also appointed Mr. Candelino to serve on the Board’s Audit Committee as well as the Innovation & Technology Committee. Upon the recommendation of the Nominating Committee, the Board determined that Mr. Candelino satisfies the applicable independence requirements set forth in the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission and has no material relationships with the Company or its subsidiaries other than through his service as a director of the Company.

In his capacity as a non-employee director of the Company, Mr. Candelino will receive the same compensation for 2024 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2024 calendar year, which consists of cash retainer payments in the amount of \$19,167 and a grant of restricted stock units (“RSUs”) with a grant date value of \$35,000. The RSUs, which are granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of November 4, 2024 and will vest on February 9, 2025 (the “Vesting Date”) provided that his Board service has continued at least through the date of the Company’s 2025 Annual Meeting of Shareholders if it is held prior to the Vesting Date, subject to accelerated vesting in the event of Mr. Candelino’s death or disability.

A copy of the Company's news release announcing these changes is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

*Form of Performance Unit Award Agreement*

On October 31, 2024, the Compensation and Organization Committee of the Board of Directors approved a form of restricted stock unit award agreement that will be used to make awards to certain employees, including named executive officers, under The Scotts Miracle-Gro Company Long-Term Incentive Plan.

The form of performance unit award agreement is attached hereto as Exhibit 10.1.

**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	Form of Fiscal Year 2024 Incentive RSU Award Agreement
99.1	News Release issued by The Scotts Miracle-Gro Company on November 5, 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: November 5, 2024

By: /s/ DIMITER TODOROV

Printed Name: Dimiter Todorov

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

## INDEX TO EXHIBITS

Current Report on Form 8-K  
Dated November 5, 2024  
The Scotts Miracle-Gro Company

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	<a href="#">Form of Fiscal Year 2024 Incentive RSU Award Agreement</a>
99.1	<a href="#">News Release issued by The Scotts Miracle-Gro Company on November 5, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**Granted To:**  
**Associate ID:**  
**Award Type:**  
**Grant Date:**

**THE SCOTTS MIRACLE-GRO COMPANY  
LONG-TERM INCENTIVE PLAN**

**FY24 EQUITY INCENTIVE RESTRICTED STOCK UNIT AWARD AGREEMENT  
FOR EXECUTIVE OFFICERS**

This Award Agreement describes the type of Award that you have been granted and the terms and conditions of your Award.

**1. DESCRIPTION OF YOUR RESTRICTED STOCK UNITS.** In lieu of a cash incentive payout for the fiscal year ended September 30, 2024, you have been granted [**Number**] Restricted Stock Units (“RSUs”). The “Grant Date” of your Award is [**Grant Date**]. Each whole RSU represents the right to receive one full Share at the time and in the manner described in this Award Agreement.

To accept this Award Agreement, you must provide your acknowledgement and acceptance of the terms contained herein by completing the on-line grant agreement process facilitated by **Merrill Lynch** (the “Third Party Administrator”) no later than [**Acceptance Date**].

**2. INCORPORATION OF PLAN AND DEFINITIONS.**

- (a) This Award Agreement and your RSUs are granted pursuant to and in accordance with The Scotts Miracle-Gro Company Long-Term Incentive Plan effective January 22, 2024 (the “Plan”) and this Award Agreement. All provisions of the Plan are incorporated herein by reference, and your RSUs are subject to the terms of the Plan and this Award Agreement. To the extent there is a conflict between this Award Agreement and the Plan, the Plan will govern.
- (b) Capitalized terms that are not defined in this Award Agreement have the same meanings as in the Plan.

**3. VESTING.** Your RSUs described in this Award Agreement will become 100% vested on the Grant Date, in this case [**Vesting Date**] (the “Vesting Date”), and will be settled in accordance with Section 4.

**4. SETTLEMENT.**

- (a) Your vested RSUs, minus any Shares that are withheld for taxes as provided under Section 4(b), shall be settled in a lump sum immediately on the Vesting Date.

- (b) **NET SETTLEMENT:** To pay the required withholding taxes related to the vesting and settlement of your RSUs, the Company will retain the number of Shares with a Fair Market Value equal to the required withholding Taxes applicable on your RSUs, provided that such withholding can be no more than the maximum withholding rate applicable to each jurisdiction for which the Company is required to withhold.

**5. GOVERNING LAW.** This Award Agreement shall be governed by the laws of the State of Ohio, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of the Plan to the substantive law of another jurisdiction. This Award Agreement and the delivery of any Shares hereunder shall be governed by applicable federal and state securities laws and exchanges.

**6. OTHER AGREEMENTS AND POLICIES.** Your RSUs will be subject to the terms of any other written agreements between you and the Company or any Subsidiary or Affiliate to the extent that those other agreements do not directly conflict with the terms of the Plan or this Award Agreement. Your RSUs granted under the Plan shall be subject to any applicable Company clawback or recoupment policies, share trading policies and other policies that may be implemented by the Company from time to time.

**7. YOUR ACKNOWLEDGMENT OF AND AGREEMENT TO AWARD CONDITIONS.**

By signing below, you acknowledge and agree that:

- (a) A copy of the Plan has been made available to you;
- (b) You understand and accept the terms and conditions of your Award;
- (c) By accepting this Award under the Plan, you agree to all Committee determinations as described in the Plan and this Award Agreement;
- (d) You will consent (on your own behalf and on behalf of your beneficiaries and transferees and without any further consideration) to any necessary change to your Award or this Award Agreement to comply with any law and to avoid paying penalties under Section 409A of the Code, even if those changes affect the terms of your Award and reduce its value or potential value; and
- (e) You must return a signed copy of this Award Agreement utilizing the on-line grant agreement process defined above before **[Date 7 Days After Grant Date]**.

**[Grantee's Name]**

By: \_\_\_\_\_

Date signed: \_\_\_\_\_

THE SCOTTS MIRACLE-GRO COMPANY

By: \_\_\_\_\_

[Name of Company Representative]

[Title of Company Representative]

Date signed: \_\_\_\_\_

## *The Scotts Miracle-Gro Company*

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### **ScottsMiracle-Gro Appoints Rob Candelino to Board of Directors**

MARYSVILLE, Ohio, November 5, 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 Rob Candelino has been named to its Board of Directors.

Candelino is CEO of PetSafe Brands, the world's leading pet-technology and services company. He also serves on its Board of Directors. Prior to joining PetSafe, Candelino spent 25 years with Unilever in a variety of roles and with increasing responsibilities, the latest of which was CEO of Unilever Thailand and Regional Head of Inland ASEAN.

"Rob's diverse background will make him a valuable resource at a time when we are investing heavily in our brands and evolving our lawn and garden franchise for future growth," said Jim Hagedorn, chairman, CEO and president of ScottsMiracle-Gro. "He understands the power of market-leading brands and has done notable work with world-class, fast-moving consumer goods companies such as ours. While he is regarded for his marketing skills, he is just as adept at general management and leading high-performing teams. We look forward to his insights and expect him to be an enthusiastic contributor."

Candelino has broad and deep global experience in consumer brands, from product development and innovation to marketing, sales and strategy. He has led award-winning initiatives for iconic brands, such as Dove and Dove Men+Care. In 2013, he was inducted into the American Advertising Federation's Hall of Achievement in recognition of his significant contributions to the advertising and media industry.

Candelino is a graduate of The University of Guelph, in Ontario, Canada, where he was recently recognized as a "Notable Alumni" for his accomplishments and philanthropic leadership. He has served on the boards of directors of nonprofit organizations, such as Clean the World Foundation, and the Personal Care Products Council. He fills the Board seat that previously was held by Nancy Mistretta, who retired in January 2024.



“I am excited and honored to join Jim and the impressive Board of Directors,” Candelino said. “Throughout its rich history, ScottsMiracle-Gro has always been a leader in innovation and brand development, and I am inspired to help support the vision of helping people enjoy their homes, gardens and lawns.”

Candelino’s appointment continues the Board of Directors’ ongoing review of skill sets and experience with a focus on fresh perspectives and viewpoints. He is the fourth appointment to the Board since 2022, joining fellow Board members Mark Kingdon, former Nevada Governor Brian Sandoval and Edith Avilés.

### **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). For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

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