

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Baxter Nathan Eric</u> (Last) (First) (Middle) <u>C/O HAGEDORN PARTNERSHIP, L.P.</u> <u>800 PORT WASHINGTON BOULEVARD</u> (Street) <u>PORT WASHINGTON NY 11050</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SCOTTS MIRACLE-GRO CO [SMG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/21/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/21/2024		S		2,761	D	\$70.85 ⁽¹⁾	38,147	I	See footnote ⁽⁵⁾
Common Shares	08/21/2024		S		227	D	\$71.87 ⁽²⁾	37,920	I	See footnote ⁽⁵⁾
Common Shares	08/22/2024		S		777	D	\$70.47 ⁽³⁾	37,144	I	See footnote ⁽⁵⁾
Common Shares	08/22/2024		S		151	D	\$71.09 ⁽⁴⁾	36,993	I	See footnote ⁽⁵⁾
Common Shares								51,510.6601	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- The transaction was executed in multiple trades at prices ranging from \$70.35 to \$71.34. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$71.35 to \$72.32. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$70.02 to \$71.015. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$71.02 to \$71.305. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The common shares are directly held by the Hagedorn Partnership, L.P. (the "Partnership"). The Reporting Person is a general partner of the Partnership. The amount of shares reported as beneficially owned represent the aggregate proportionate interest in common shares held by the Partnership of the Reporting Person. The Reporting Person disclaims beneficial ownership of the common shares except to the extent of his pecuniary interest.

/s/ Rob McMahon - Attorney-in-Fact for Nathan Eric Baxter 08/23/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

