
**UNITED STATES
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): November 14, 2022 (November 14, 2022)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

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

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

Not applicable

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

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Matthew E. Garth as Executive Vice President and Chief Financial Officer

On November 5, 2022, the Board of Directors of The Scotts Miracle-Gro Company (the “Company”) appointed Matthew E. Garth to serve as Executive Vice President and Chief Financial Officer of the Company, effective December 1, 2022. In this position, Mr. Garth will oversee all corporate and operating finance functions and will report directly to the Company’s Chairman of the Board and Chief Executive Officer, James Hagedorn.

Prior to his appointment as Executive Vice President and Chief Financial Officer of the Company, Mr. Garth, age 48, served as Senior Vice President, Finance and Treasury, and Chief Financial Officer for Mineral Technologies Inc., a specialty mineral company (NYSE: MTX), since 2017.

There are no arrangements or understandings between Mr. Garth and any other persons pursuant to which he was selected as an officer. Mr. Garth has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Garth’s appointment, Mr. Garth’s initial compensation will consist of (1) an annual base salary of \$725,000, (2) an annual target incentive opportunity equal to 125% of his annual incentive eligible earnings, and (3) a long-term equity incentive award for fiscal 2023 with a target value equal to \$1,500,000. In addition, Mr. Garth will receive a sign-on bonus of \$700,000 payable in two equal installments in January 2023 and July 2023 and a sign-on equity award in the form of restricted stock units (“RSUs”) with a grant date value of \$750,000 on December 1, 2022. The RSUs will vest ratably in two annual installments over the two years following the grant date. Mr. Garth will also be eligible to participate in all Company benefit plans and the Company’s Executive Retirement Plan.

For the 2023 fiscal year only, a portion of Mr. Garth’s annual incentive will be payable in equity, consistent with an approach recently approved by the Board for select members of leadership. As a result, Mr. Garth will receive a grant of performance units under our Long Term Incentive Plan with a target grant value of \$1,132,813 that is subject to the payout based on the Company’s performance against the pre-determined financial goals for The Scotts Company LLC Amended and Restated Executive Incentive Plan for the 2023 fiscal year.

Mr. Garth will have limited use of Company-owned aircraft for personal purposes, at his own expense. In connection with his relocation he will have limited use of Company-owned aircraft for temporary commuting purposes, at the Company’s expense, and will also receive a monthly living allowance of \$10,400 for up to six months.

Mr. Garth has been designated as a Tier 1 participant in The Scotts Company LLC Executive Severance Plan (“ESP”) and executed a Participation Agreement thereunder. The Participation Agreement generally provides for a salary continuation benefit equal to twenty-four months of base salary, a bonus payment equal to two times his Target Annual Bonus Opportunity, payable in two annual installments and certain other separation benefits if the Company terminates Mr. Garth without cause, as defined in the ESP, or if Mr. Garth resigns for good reason, as defined in the Participation Agreement. The foregoing description of the ESP and Participation Agreement is not intended to be complete and is qualified in its entirety by reference to the full text of the ESP, a copy of which is included as Exhibit 10.9 to the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (“SEC”) on May 10, 2017, and to the specimen form Participation Agreement, a copy of which is included as Exhibit 10.10 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on May 10, 2017.

A copy of the press release issued by the Company on November 14, 2022 announcing Mr. Garth’s appointment as Executive Vice President and Chief Financial Officer is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Departure of David C. Evans as Interim Chief Financial Officer

On November 14, 2022, the Company announced that David C. Evans will be stepping down from his role of Interim Chief Financial Officer effective as of December 1, 2022. Mr. Evans will continue to serve on the Company’s Board of Directors.

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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release issued by The Scotts Miracle-Gro Company on November 14, 2022
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 14, 2022

By: /s/ IVAN C. SMITH

Printed Name: Ivan C. Smith

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

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated November 14, 2022
The Scotts Miracle-Gro Company

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ScottsMiracle-Gro Names Matthew Garth as CFO

MARYSVILLE, Ohio, November 14, 2022 -- The Scotts Miracle-Gro Company (NYSE: SMG), the world's largest marketer of branded consumer lawn and garden products as well as indoor and hydroponic growing products, announced today that Matthew Garth has been named executive vice president and chief financial officer, effective December 1, 2022.

Garth brings more than 25 years of financial experience to ScottsMiracle-Gro, having led a full complement of functions in both corporate and operating finance, from treasury and investor relations to financial planning and analysis, among others. Most recently, he was chief financial officer and senior vice president of treasury and finance for Minerals Technologies, Inc. (NYSE: MTX). He previously held senior financial positions with Alcoa, Inc.

"Matt displays an impressive combination of financial acumen and high performance, making him an invaluable addition to our executive team," said Jim Hagedorn, chairman and CEO of ScottsMiracle-Gro. "He has led all aspects of the core finance function and has successfully provided financial leadership in challenging times. Just as importantly, he is an action-oriented partner to the operations side of the business, giving me confidence that he will quickly make a positive impact as we further rightsize our cost structure and improve our financial performance.

"Matt's tenure in his previous leadership roles was appealing, as it signaled his willingness not only to take full responsibility for achieving results over the long term but also to operate effectively through wide-ranging situations."

Garth will succeed David Evans, a member of the ScottsMiracle-Gro Board of Directors, who was named interim CFO on August 30, 2022, and will continue in that role until Garth joins the Company. Evans will remain as a close advisor to Garth through the calendar year to ensure a smooth transition.

"I want to thank Dave Evans for his strong leadership during a critical time for our Company," Hagedorn said. "The entire organization has benefited from his deep experience as a highly accomplished and respected financial operator."

Evans, who participated in the search process for a new CFO, said, "I'm impressed with Matt's credentials and enthusiasm. Throughout his career, he has excelled as a financial leader whose contributions have led to growth and shareholder value."

At Minerals Technologies, Garth had global responsibility for finance, tax, treasury, audit, investor relations, information technology and shared service functions. With Alcoa, he was promoted to positions with increasing responsibility, including CFO of two multi-billion dollar businesses and roles involving corporate finance, treasury, financial planning and analysis, investor relations, strategic planning, risk management and shareholder value creation. He holds

a bachelor of science in accounting from the University of Delaware and an MBA from Columbia University.

"I look forward to joining ScottsMiracle-Gro and working closely with the team to navigate near-term challenges and to position the Company for financial strength and long-term value creation," Garth said.

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.

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