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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**

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

**Date of Report (Date of earliest event reported): August 3, 2021 (July 30, 2021)**

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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.**

*Appointment of a Director*

On July 30, 2021, the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”), upon the recommendation of the Nominating and Governance Committee of the Board, appointed Gerald Volas as a Class I member of the Board. As a Class I director, Mr. Volas will hold office for a term scheduled to expire at the 2023 Annual Meeting of Shareholders of the Company.

Upon the recommendation of the Nominating and Governance Committee of the Board, the Board also appointed Mr. Volas to serve on the Board’s Audit Committee and Finance Committee and determined that Mr. Volas 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. Volas will receive the same compensation for 2021 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2021 calendar year, which consists of a cash retainer payment in the amount of \$100,000 and a grant of restricted stock units (“RSUs”) with a grant date value of \$185,000. The RSUs, which were granted under the Plan, have a grant date of July 30, 2021 and will vest on February 5, 2022 provided that Mr. Volas is a director of the Company on the date of the 2022 Annual Meeting if it occurs prior to February 5, 2022. The RSU is subject to accelerated vesting in the event of Mr. Volas’ death or disability.

A copy of the press release issued by the Company on August 3, 2021 announcing the appointment of Mr. Volas as a director 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 August 3, 2021
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: August 3, 2021

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 August 3, 2021  
The Scotts Miracle-Gro Company

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# *The Scotts Miracle-Gro Company* NEWS

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## **ScottsMiracle-Gro Announces the Appointment of Former TopBuild Corp CEO Gerald Volas to its Board of Directors**

MARYSVILLE, Ohio (August 3, 2021) – The Scotts Miracle-Gro Company (NYSE: SMG), one of the world’s leading marketers of branded consumer lawn and garden as well as hydroponic and indoor growing products, announced that Gerald (Jerry) Volas has been named to its Board of Directors.

Mr. Volas served as Chief Executive Officer and a director of TopBuild Corp., a leading installer and distributor of insulation products, between June 2015 and December 2020.

“Jerry’s extensive operational leadership and experience with a wide-range of financial issues will be a benefit to our Company” said Jim Hagedorn, chairman and chief executive officer. “He is a seasoned professional and I am confident that his voice on the Board will help bring continued value for our shareholders. On behalf of all the directors, I welcome him to the Board.”

Prior to his tenure at TopBuild Corp, Mr. Volas was employed by Masco Corporation, one of the world’s leading manufacturers of brand-name products for the home improvement and new home construction industries, in various positions of increasing responsibility, between 1982 and June 2015. These roles include Group Executive responsible for almost all of Masco’s operating companies between February 2005 and June 2015; President of Liberty Hardware, a Masco operating company, between April 2001 and February 2005; as a Group Controller supporting a variety of Masco operating companies between January 1996 and April 2001. In addition, Mr. Volas held progressive financial roles including Vice President/Controller at BrassCraft Manufacturing Company, a Masco operating company, between May 1982 to January 1996.

He is a Certified Public Accountant. He received a Bachelor of Business Administration degree from the University of Michigan.

Mr. Volas will serve on the Company’s Audit Committee and Finance Committee with a term that expires in 2023.

### **About ScottsMiracle-Gro**

The Scotts Miracle-Gro 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, as is the consumer Roundup® brand, which is marketed in the U.S. and certain other countries by Scotts and owned by Monsanto. We maintain a minority interest in TruGreen®, the largest residential lawn care service business, and in Bonnie Plants®, the largest marketer of edible gardening plants in retail channels. The Company’s wholly-owned subsidiary, The Hawthorne Gardening

Company, is a leading provider of nutrients, lighting and other materials used in the indoor growing and hydroponic growing segment. For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

**Contact:**

Jim King

Senior Vice President

Investor Relations & Corporate Affairs

937-578-5622