
**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): May 3, 2018 (April 27, 2018)

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, Marysville, Ohio

(Address of principal executive offices)

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))
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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 April 27, 2018, 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 (“Nominating Committee”), appointed David C. Evans as a Class III member of the Board in order to fill a vacancy. As a Class III director, Mr. Evans will hold office for a term scheduled to expire at the 2019 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating Committee, the Board also appointed Mr. Evans to serve on the Board’s Audit Committee and Compensation and Organization Committee. Upon the recommendation of the Nominating Committee, the Board determined that Mr. Evans 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. Evans will receive the same compensation for 2018 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2018 calendar year, which consists of cash retainer payments in the amount of \$66,667 and a grant of deferred stock units (“DSUs”) with a grant date value of \$123,333. The DSUs, which are granted under The Scotts Miracle-Gro Company Long-Term Incentive Plan, have a grant date of May 4, 2018 and will vest on February 2, 2019 provided that his Board service has continued through the date of the Company’s 2019 Annual Meeting of Shareholders if it is held prior to the February 2, 2019, subject to accelerated vesting in the event of Mr. Evans’ death or disability.

A copy of the press release issued by the Company on May 3, 2018 announcing the appointment of Mr. Evans 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:

<u>Exhibit No.</u>	<u>Description</u>
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99.1	News Release issued by The Scotts Miracle-Gro Company on May 3, 2018
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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: May 3, 2018

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 May 3, 2018
The Scotts Miracle-Gro Company

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<u>News Release issued by The Scotts Miracle-Gro Company on May 3, 2018</u>

The Scotts Miracle-Gro Company NEWS

ScottsMiracle-Gro Announces the Appointment of Former Chief Financial Officer David C. Evans to its Board of Directors

MARYSVILLE, Ohio (May 3, 2018) – The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products, announced that the Company's former Chief Financial Officer, David C. Evans, has been named to its Board of Directors.

"We are fortunate to have Dave back on our team," said Jim Hagedorn, chairman and chief executive officer. "Having previously served as CFO at ScottsMiracle-Gro, I have the highest confidence that our shareholders will see benefit from Dave's strong leadership. On behalf of all the directors, I welcome him to the Board and look forward to working together once again as we continue to position the business for long-term growth."

Since 2013, Evans served as Executive Vice President and Chief Financial Officer of Battelle Memorial Institute leaving the company in January 2018. Battelle is the world's largest, independent, non-profit, research and development organization with revenue of \$5 billion. At Battelle, Evans played a leading role in adapting their operating model to succeed in a highly competitive environment which was undergoing significant, disruptive changes.

Evans has more than 12 years of direct experience participating in, presenting at, and interacting with the Board of Directors and Finance and Audit Committees at both Battelle and ScottsMiracle-Gro. Evans was a board member and Finance and Audit Committee chairman for two affiliated LLC's while at Battelle and is currently on the Finance and Audit Committee of Ohio Health.

Evans graduated magna cum laude from The Ohio State University with a BSBA in accounting. He has completed various development programs, including a year-long executive management program at Northwestern University and a leadership development program with The McChrystal Group.

Evans will serve on the Company's Audit Committee and Compensation and Organization Committee with a term that expires in 2019.

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 hydroponic growing segment. For additional information, visit us at www.scottsmiraclegro.com.

Contact:

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