
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): September 18, 2006 (September 12, 2006)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation)

1-13292

(Commission File Number)

31-1414921

(IRS Employer
Identification No.)

14111 Scottslawn Road, Marysville, Ohio 43041

(Address of principal executive offices) (Zip Code)

(937) 644-0011

(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On September 14, 2006, The Scotts Miracle-Gro Company (the “Registrant”) announced that David C. Evans (“Mr. Evans”) was named the Executive Vice President and Chief Financial Officer of the Registrant effective September 14, 2006. On May 20, 2006, Mr. Evans entered into a Employee Confidentiality, Noncompetition, Nonsolicitation Agreement with The Scotts Company LLC (“Scotts LLC,” a subsidiary of the Registrant) pursuant to The Scotts Company LLC Executive/Management Incentive Plan (the “EMIP Plan”). The EMIP Plan is fully described in “ITEM 5. OTHER INFORMATION” of the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended on July 1, 2006, filed with the Securities and Exchange Commission (the “SEC”) on August 10, 2006. A copy of the EMIP Plan was filed as Exhibit 10.4 to the Registrant’s Current Report on Form 8-K dated and filed with the SEC on February 2, 2006. The EMIP Plan is a performance-based compensation plan as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). The EMIP Plan provides annual cash awards to the executive officers and management of the Registrant based upon the Registrant’s achievement of established financial targets.

A copy of the specimen form of the Employee Confidentiality, Noncompetition, Nonsolicitation Agreement for employees participating in the EMIP Plan is filed with the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended on July 1, 2006 as Exhibit 10.1 and incorporated herein by reference. A list of the executive officers of the Registrant who are parties to the form of Employee Confidentiality, Noncompetition, Nonsolicitation Agreement for employees participating in the EMIP Plan is filed with this Current Report on Form 8-K as Exhibit 10.2.

The Employee Confidentiality, Noncompetition, Nonsolicitation Agreement contains confidentiality provisions under which a participant in the EMIP Plan agrees to maintain the confidentiality of any “confidential information” (as that term is defined in the Employee Confidentiality, Noncompetition, Nonsolicitation Agreement) of Scotts LLC and its affiliates and not to directly or indirectly disclose or reveal confidential information to any person or use confidential information for the participant’s own personal benefit or for the benefit of any person other than Scotts LLC and its affiliates. The Employee Confidentiality, Noncompetition, Nonsolicitation Agreement also contains provisions which prevent a participant from engaging in specified competitive and solicitation activities during the participant’s employment with Scotts LLC and its affiliates, and for an additional two years thereafter. Breach of the Employee Confidentiality, Noncompetition, Nonsolicitation Agreement will result in forfeiture of any future payment under the EMIP Plan and will oblige the participant to return to Scotts LLC any monies paid to the participant under the EMIP Plan within the three years prior to breach.

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Item 1.02 Termination of a Material Definitive Agreement.

On September 12, 2006, the Registrant announced that Robert F. Bernstock ("Mr. Bernstock"), formerly President of the Registrant and President and Chief Operating Officer of Scotts LLC, had left the organization effective September 12, 2006. The employment agreement by and between the Registrant and Mr. Bernstock, dated as of October 1, 2004, as amended, has been terminated effective September 12, 2006. Mr. Bernstock's employment agreement contained provisions relating to compensation, employee benefits and certain rights to be provided to Mr. Bernstock in the event of termination of his employment. Further information concerning Mr. Bernstock's employment agreement is incorporated herein by reference to pages 24-25 of the Registrant's Proxy Statement for the 2006 Annual Meeting of Shareholders filed with the SEC on December 20, 2005. Mr. Bernstock's departure from the Registrant and the termination of his employment agreement were caused by differing views on the long-term strategy of the Registrant's North American organization. Pursuant to Mr. Bernstock's employment agreement, he is entitled to receive (a) payment of his accrued unpaid base salary to the date of termination of employment, (b) payment of a lump sum amount equal to two times the sum of his annual base salary and incentive target bonus for such year, (c) payment of the amount of incentive compensation he would have earned for such year pro-rated to the date of termination, and (d) payment of amounts payable under Scotts LLC's benefit plans, as well as certain perquisites and policies.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On September 12, 2006, the Registrant announced that Mr. Bernstock had left the organization. Mr. Bernstock served as President of the Registrant and President and Chief Operating Officer of Scotts LLC.

Also on September 12, 2006, the Registrant announced that Christopher L. Nagel ("Mr. Nagel") was appointed to serve as the head of the organization's North American consumer business. Mr. Nagel, previously the Executive Vice President and Chief Financial Officer of the Registrant was named the Executive Vice President of the Registrant and Executive Vice President/North America of Scotts LLC.

On September 14, 2006, the Registrant announced that Mr. Evans was named the Executive Vice President and Chief Financial Officer of the Registrant effective September 14, 2006.

Mr. Evans, who is age 43, most recently was senior vice president of finance and global shared services of Scotts LLC, where he had finance leadership responsibility for all of the business

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units and shared services functions. Mr. Evans joined The Scotts Company, which was merged into Scotts LLC in March 2005, in 1996 as director of finance for operations and was promoted to vice president of finance for the consumer lawns business in 1998. In 2000, he was named vice president of finance for North American sales before being named chief financial officer for the North America business unit in 2003.

Item 8.01. Other Events.

Attached as Exhibit 99.1 is a copy of the press release issued by the Registrant, dated September 12, 2006, announcing a new organizational structure in which the operating units of the Registrant will report directly to Jim Hagedorn, the Chairman and the Chief Executive Officer of the Registrant.

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>	
10.1	Form of the Employee Confidentiality, Noncompetition, Nonsolicitation Agreement with The Scotts Company LLC pursuant to The Scotts Company LLC Executive/Management Incentive Plan. Incorporated by reference to Exhibit 10.1 to Form 10-Q (File No. 1-11593) filed August 10, 2006.	
10.2	Executive Officers of The Scotts Miracle-Gro Company who are parties to form of Employee Confidentiality, Noncompetition, Nonsolicitation Agreement for employees participating in The Scotts Company LLC Executive/Management Incentive Plan	*
99.1	News Release issued by The Scotts Miracle-Gro Company on September 12, 2006 related to Departure of Robert Bernstock, appointment of Chris Nagel and new organizational structure	*
99.2	News Release issued by The Scotts Miracle-Gro Company on September 14, 2006 related to appointment of David Evans	*

* filed herewith

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: September 18, 2006

By: /s/ David M. Aronowitz

Printed Name: David M. Aronowitz

Title: Executive Vice President, General Counsel and
Corporate Secretary

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Current Report on Form 8-K
Dated September 18, 2006
The Scotts Miracle-Gro Company

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Executive Officers of
 The Scotts Miracle-Gro Company
 who are parties to form of
 Employee Confidentiality, Noncompetition,
 Nonsolicitation Agreement for employees
 participating in The Scotts Company LLC
Executive/Management Incentive Plan

Name and Principal Position
 with The Scotts Miracle-Gro Company

Date of Employee Confidentiality,
 Noncompetition, Nonsolicitation Agreement

Christopher L. Nagel, Executive Vice President	August 7, 2006
David M. Aronowitz, Executive Vice President, General Counsel and Corporate Secretary	May 11, 2006
Denise S. Stump, Executive Vice President, Global Human Resources	August 8, 2006
David C. Evans, Executive Vice President, Chief Financial Officer	May 20, 2006

The Scotts Miracle-Gro Company *NEWS*

**ScottsMiracle-Gro Announces the Departure of Robert Bernstock as COO;
Chris Nagel to Lead North American Business**

New organizational structure has business units reporting to CEO Jim Hagedorn; New Chief Financial Officer to be named within 45 days

MARYSVILLE, Ohio (September 12, 2006) – The Scotts Miracle-Gro Company (NYSE:SMG) today announced that Robert F. Bernstock, president and chief operating officer, has left the organization and that Chris Nagel has been named executive vice president of the North American consumer business, the Company's largest operating unit.

The Company also announced a new organizational structure in which the operating units will report directly to Jim Hagedorn, chairman and chief executive officer. The Company has eliminated the role of chief operating officer.

Nagel, 44, currently chief financial officer, is an eight-year veteran of ScottsMiracle-Gro and previously was the head of finance in the North America business unit. The Company expects to name a new chief financial officer within 45 days.

“Chris has repeatedly demonstrated the leadership skills that are necessary to ensure the long-term success of our business,” Hagedorn said. “He is a disciplined and valued partner who continually raises the performance bar higher and challenges our thinking in order to make ScottsMiracle-Gro an even better company. Throughout his career, he has proven to be both collaborative and decisive – a management style that is a strong fit with the needs of our North American business.

“Investors who have followed our Company know that Chris is an executive with the highest level of integrity and someone who is direct in expressing his point-of-view. I am confident that these attributes will contribute to his success in this important new role.”

The North American portfolio is composed of the Scotts®, Miracle-Gro®, Ortho® and Roundup® brands. The segment accounted for 68 percent of the Company's \$2.3 billion in sales in fiscal 2005 and an even higher percentage of operating income. Through the third quarter of 2006, which ended July 1, the segment reported a 14 percent improvement in net sales, 8 percent when excluding the impact from acquisitions.

“Our core business has never been healthier and I remain extremely optimistic about our prospects for continued success,” Nagel said. “As the No. 1 player in lawn and garden, we must

fully leverage our unique strengths, including our heritage of creativity and innovation, for the long-term benefit of our customers, associates and shareholders.”

The decision to make a leadership change was caused by differing views on long-term strategy and the need to reinvigorate the culture of the North American organization, Hagedorn said. He said the Company is likely to launch a national search for a chief strategy officer.

“Bob was a valuable contributor to ScottsMiracle-Gro and all of us are grateful for the contributions he made to our success,” Hagedorn said. “In my view, however, it is impossible to succeed without alignment on both long-term strategy and culture.

“I am extremely confident in the depth and strength of our team and our collective vision for the future. I have repeatedly stressed to both our associates and shareholders the critical attributes of our high-performance culture. The changes we are announcing today reinforce just how important these traits are to ensure our continued success.”

Hagedorn reiterated that the business remains strong – especially in North America – and that the leadership changes are unrelated to the performance of the business.

“When we look at the overall year, we are very pleased,” Hagedorn, said. “However, while consumer purchases have been strong and our teams continue to work hard on our Fall sales and marketing programs, reaching our full-year earnings guidance is proving to be more challenging than we expected. The costs associated with some of our organizational changes will add to that challenge.

“Our team is working hard to meet the expectations that we set. With double-digit growth in sales and consumer purchases, improved market shares and earnings growth approaching 20 percent, it’s clearly been a good year for ScottsMiracle-Gro. Even if we fall slightly short of our guidance, I’m proud of our results.”

The Company will elaborate further on the changes announced today in pre-recorded comments that can be heard by calling 866-403-7105. Those comments also will be available at <http://investor.scotts.com>

About ScottsMiracle-Gro:

With more than \$2.3 billion in worldwide sales and more than 6,000 associates, The Scotts Miracle-Gro Company, through its wholly-owned subsidiary, The Scotts Company LLC, is the world’s largest marketer of branded consumer products for lawn and garden care, with products for professional horticulture as well. The Company’s brands are the most recognized in the industry. In the U.S., 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 North America and most of Europe exclusively by Scotts and owned by Monsanto. The Company also owns Smith & Hawken, a leading brand of garden-inspired products that includes pottery, watering equipment, gardening tools, outdoor furniture and live goods, and Morning Song, a leading brand in the wild bird food market. In Europe, the Company’s brands include Weedol®, Pathclear®, Evergreen®, Levington®, Miracle-Gro®, KB®, Fertiligene® and Substral®. For

additional information, visit us at www.scotts.com.

Statement under the Private Securities Litigation Act of 1995:

Certain of the statements contained in this press release, including, but not limited to, information regarding the future economic performance and financial condition of the company, the plans and objectives of the company's management, and the company's assumptions regarding such performance and plans are forward looking in nature. Actual results could differ materially from the forward-looking information in this release, due to a variety of factors. Detailed information concerning a number of important factors that could cause actual results to differ materially from the forward-looking information contained in this release is readily available in the company's publicly filed quarterly, annual and other reports.

Contact:

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+1-937-578-5622

Web site: <http://www.scotts.com>
<http://investor.scotts.com>

The Scotts Miracle-Gro Company ***NEWS***

ScottsMiracle-Gro Names Dave Evans as Chief Financial Officer

MARYSVILLE, Ohio, Sept 14, 2006 /PRNewswire-FirstCall via COMTEX News Network/ — The Scotts Miracle- Gro Company (NYSE: SMG), the global leader in the consumer lawn and garden industry, today announced that David C. Evans has been named Executive Vice President and Chief Financial Officer. He replaces Chris Nagel, who earlier in the week was named Executive Vice President of the North American consumer business.

Evans, 43, a 12-year veteran of ScottsMiracle-Gro, most recently was senior vice president of finance and global shared services, where he had finance leadership responsibility for all of the business units and shared services functions.

“Dave’s extensive knowledge of our business, coupled with his strong financial skills, make him an obvious selection for this role,” said Jim Hagedorn, chairman and chief executive officer. “He is a respected leader throughout our organization — including the Board of Directors — and has a proven track record of high performance. I believe his integrity and straightforward communications style will be well-received by Wall Street.”

Evans joined Scotts in 1996 as director of finance for operations and was promoted to vice president of finance for the consumer lawns business in 1998. In 2000, he was named vice president of finance for North American sales before being named chief financial officer for the North America business unit in 2003.

A certified public accountant, Evans worked eight years with Arthur Anderson before joining ScottsMiracle-Gro. He holds a Bachelor of Science degree in accounting from The Ohio State University and attended the Kellogg Management Institute at Northwestern University.

Evans resides with his wife and two children in Lewis Center, Ohio.

About ScottsMiracle-Gro

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SOURCE Scotts Miracle-Gro Company

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