
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

The Scotts Miracle-Gro Company

(Name of Issuer)

Common Shares, \$0.01 par value

(Title of Class of Securities)

810186106

(CUSIP Number)

Rob McMahon & Ivan Smith
c/o Hagedorn Partnership, L.P., 44 South Bayles Avenue, Suite 218
Port Washington, NY, 11050
(000) 000-0000

Louis Rambo
Proskauer Rose, LLP, 1001 Pennsylvania Avenue NW, Suite 600
Washington, DC, 20004-2533
(202) 416-6800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/19/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 810186106

1	Name of reporting person
	Hagedorn Partnership, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	13,217,641.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	13,217,641.00
11	Aggregate amount beneficially owned by each reporting person
	13,217,641.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	22.9 %
14	Type of Reporting Person (See Instructions)
	PN

SCHEDULE 13D

CUSIP No. 810186106

1	Name of reporting person
	Katherine Hagedorn Littlefield
	Check the appropriate box if a member of a Group (See Instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
	Citizenship or place of organization	
6	UNITED STATES	
	Sole Voting Power	
	7	6,940.00
Number of Shares Beneficially Owned by Each Reporting Person	8	Shared Voting Power
	10	13,217,641.00
	Sole Dispositive Power	
	9	6,940.00
With:	Shared Dispositive Power	
	10	13,217,641.00
	Aggregate amount beneficially owned by each reporting person	
11	13,224,581.00	
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	
12	<input type="checkbox"/>	
	Percent of class represented by amount in Row (11)	
13	22.9 %	
	Type of Reporting Person (See Instructions)	
14	IN	

SCHEDULE 13D

CUSIP No. 810186106

	Name of reporting person	
1	James Hagedorn	
	Check the appropriate box if a member of a Group (See Instructions)	
2	<input checked="" type="checkbox"/> (a)	
	<input type="checkbox"/> (b)	
3	SEC use only	
	Source of funds (See Instructions)	
4	OO	
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
5	<input type="checkbox"/>	
	Citizenship or place of organization	
6	UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person	7	Sole Voting Power
	8	134,625.46
	Shared Voting Power	
	9	13,217,641.00
	Sole Dispositive Power	

Person	
With:	134,625.46
	Shared Dispositive Power
	10
	13,217,641.00
	Aggregate amount beneficially owned by each reporting person
11	13,352,266.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	23.1 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No. 810186106

	Name of reporting person
1	Nathan Baxter
	Check the appropriate box if a member of a Group (See Instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
7	66,536.11
Number of	Shared Voting Power
Shares	8
Beneficially	13,217,641.00
Owned by	Sole Dispositive Power
Each	9
Reporting	66,536.11
Person	Shared Dispositive Power
With:	10
	13,217,641.00
	Aggregate amount beneficially owned by each reporting person
11	13,284,177.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	

23.0 %
Type of Reporting Person (See Instructions)

14
IN

SCHEDULE 13D

CUSIP No. 810186106

1

Name of reporting person

Robert Hagedorn

Check the appropriate box if a member of a Group (See Instructions)

2

☒ (a)

☐ (b)

3

SEC use only

4

Source of funds (See Instructions)

5

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6

☐

Citizenship or place of organization

7

UNITED STATES

Sole Voting Power

8

0.00

Shared Voting Power

9

13,217,641.00

Sole Dispositive Power

10

0.00

Shared Dispositive Power

11

13,217,641.00

Aggregate amount beneficially owned by each reporting person

12

☐

Percent of class represented by amount in Row (11)

13

22.9 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No. 810186106

1	Name of reporting person
	Susan Hagedorn
	Check the appropriate box if a member of a Group (See Instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
8	13,217,641.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	13,217,641.00
	Aggregate amount beneficially owned by each reporting person
11	13,217,641.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	22.9 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Shares, \$0.01 par value

Name of Issuer:

(b)

The Scotts Miracle-Gro Company

Address of Issuer's Principal Executive Offices:

(c)

14111 Scottslawn Road, Marysville, OHIO , 43041.

Item 1 Comment: By this Amendment No. 8, the Hagedorn Partnership. L.P. (the "Partnership") and the other Reporting Persons (as defined below) further amend and supplement the responses to Items 1, 2, 3, 4, 5, 6 and 7 of the Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, \$0.01 par value per share (the "Shares"), of The Scotts Miracle-Gro Company (formerly "The Scotts Company"), an Ohio corporation (the "Issuer"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background

- (a) Item 2 of the Schedule 13D is hereby amended and supplemented as follows: This Schedule 13D is filed by the Hagedorn Partnership, L.P. (the "Partnership"), and James Hagedorn, Katherine Hagedorn Littlefield, Nathan Baxter, Robert Hagedorn, and Susan Hagedorn (the "General Partners," and together with the Partnership, the "Reporting Persons"), each of whom serve as a General Partner of the Partnership.
- (b) The principal business address of the Partnership is 44 South Bayles Avenue, Suite 218, Port Washington, NY 11050. The principal business address of the General Partners is set forth in Schedule I hereto.
- (c) The principal business of the Partnership is holding the securities of the Issuer. The principal business of the General Partners is set forth in Schedule I hereto.
- (d) During the last five years, none of the Partnership or the General Partners has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Partnership or the General Partners was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Partnership is a Delaware limited partnership. Each of the General Partners is a citizen of the United States of America.
- Item 3. Source and Amount of Funds or Other Consideration
- Item 3 of the Schedule 13D is hereby amended and supplemented as follows: Pursuant to the Issuer's Restructuring Merger, consummated on March 18, 2005, each of the shares of The Scotts Co. held by the Partnership were automatically converted into shares of the Issuer.
- Item 4. Purpose of Transaction
- Item 4 of the Schedule 13D is hereby amended and supplemented as follows: The Partnership acquired the Shares for investment purposes. James Hagedorn serves as the Chairman and Chief Executive Officer of the Issuer. Nathan Baxter serves as President and Chief Operating Officer of the Issuer. Katherine Hagedorn Littlefield is a member of the Issuer's board of directors. On March 6, 2025, the Partnership, on behalf of Katherine Hagedorn Littlefield, terminated a Rule 10b5-1 trading arrangement originally adopted on March 15, 2024 that provided for the sale of up to 250,000 Shares if certain price targets were met. No transactions were completed under the trading arrangement prior to its early termination. The information set forth in Item 5 and Item 6 of this Amendment No. 8 is incorporated by reference to this Item 4. Except as set forth in this Schedule 13D, none of the Partnership or the General Partners has any plans or proposals which would result in any of the matters set forth in Items 4(a)-(j) of Schedule 13D.
- Item 5. Interest in Securities of the Issuer
- (a) Item 5 of the Schedule 13D is hereby amended and supplemented as follows: See rows (11) and (13) of the cover pages to this Schedule 13D, incorporated by reference to this Item 5(a).
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D, incorporated by reference to this Item 5(b). The percentages set forth on the cover pages to this Schedule 13D are based on 57,738,577 outstanding Shares, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2025.
- (c) The information set forth in Schedule II with respect to transactions in the Issuer's securities by the Reporting Persons is incorporated by reference to this Item 5(c).
- (d) Pursuant to the Partnership Agreement (as defined below), the partners of the Partnership have certain rights to receive dividends on the Shares declared by the Issuer and to receive proceeds from the sale of Shares.
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Item 6 of the Schedule 13D is hereby amended and supplemented as follows: On November 19, 2025, the Partnership amended and restated its Sixth Amended and Restated Agreement of Limited Partnership, as amended and restated on July 1, 2024 (as amended and restated, the "Seventh Amended and Restated Partnership Agreement"). The Seventh Amended and Restated Partnership Agreement provides the partners of the Partnership with the opportunity, if the General Partners or class representative of the respective class of the Partnership so elects, to sell such portion of their respective interests in the Shares of the Issuer held by the Partnership as may be allocated by the General Partners, acting together, subject to certain restrictions. Pursuant to the terms of the Partnership Agreement, in no event shall the partners of the Partnership sell or otherwise transfer Shares if immediately after giving effect to such transfer the aggregate number of Shares owned by the Partnership would represent less than 17% of the aggregate number of Shares then outstanding. In connection with the Partnership's existing credit agreement, the Partnership has pledged as security 1,100,000 Shares held by the Partnership.
- Item 7. Material to be Filed as Exhibits.
- Item 7 of the Schedule 13D is hereby amended and restated as follows: Exhibit 99.1 Joint Filing Agreement, by and among the Reporting Persons, dated November 21, 2025 Exhibit 99.2 Seventh Amended and Restated Agreement of Limited Partnership, dated November 19, 2025, of Hagedorn Partnership, L.P.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Hagedorn Partnership, L.P.

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn, Attorney-in-Fact
Date: 11/21/2025

Katherine Hagedorn Littlefield

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn, Attorney-in-Fact
Date: 11/21/2025

James Hagedorn

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn, Attorney-in-Fact
Date: 11/21/2025

Nathan Baxter

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn, Attorney-in-Fact
Date: 11/21/2025

Robert Hagedorn

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn, Attorney-in-Fact
Date: 11/21/2025

Susan Hagedorn

Signature: /s/ Susan Hagedorn
Name/Title: Susan Hagedorn
Date: 11/21/2025

AGREEMENT

The persons below hereby agree that the Schedule 13D to which this agreement is attached as an exhibit, as well as all future amendments to such Schedule 13D, shall be filed on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934.

Date: November 21, 2025

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

KATHERINE HAGEDORN LITTLEFIELD

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

JAMES HAGEDORN

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

NATHAN BAXTER

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

ROBERT HAGEDORN

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

SUSAN HAGEDORN

By: /s/ Susan Hagedorn
Name: Susan Hagedorn
Title: Attorney-in-Fact

Schedule I

The following sets forth the name, address, and principal occupation of each General Partner. Each is a citizen of the United States.

<u>Name</u>	<u>Address</u>	<u>Principal Occupation</u>
James Hagedorn	c/o Scotts Miracle-Gro Co. 14111 Scottslawn Road, Marysville, OH 43041	Chairman and Chief Executive Officer of the Issuer; GP of the Hagedorn Partnership, L.P.
Katherine Hagedorn Littlefield	c/o Scotts Miracle-Gro Co. 14111 Scottslawn Road, Marysville, OH 43041	Director of the Issuer; GP of the Hagedorn Partnership, L.P.
Nathan Baxter	c/o Scotts Miracle-Gro Co. 14111 Scottslawn Road, Marysville, OH 43041	President and Chief Operating Officer of the Issuer; GP of the Hagedorn Partnership, L.P.
Robert Hagedorn	c/o Hagedorn Partnership, L.P. 44 South Bayles Avenue, Suite 218, Port Washington, NY 11050	GP of the Hagedorn Partnership, L.P.
Susan Hagedorn	c/o Hagedorn Partnership, L.P. 44 South Bayles Avenue, Suite 218, Port Washington, NY 11050	Chair and GP of the Hagedorn Partnership, L.P.

Schedule II

The following table sets forth the transactions in each class of the Issuer's securities by the Reporting Persons during the past 60 days.

Reporting Person	Transaction Date	Transaction Type	Number of Shares	Price Per Share
James Hagedorn	11/13/2025	Receipt of equity compensation from Issuer	41,353	\$0
James Hagedorn	11/13/2025	Disposition of shares for tax withholding	18,216	\$58.40
Nathan Baxter	11/13/2025	Receipt of equity compensation from Issuer	28,510	\$0
Nathan Baxter	11/13/2025	Disposition of shares for tax withholding	12,702	\$58.40
James Hagedorn	10/31/2025	Acquisition of shares per Employee Stock Purchase Plan	43.196	\$46.30
James Hagedorn	10/28/2025	Acquisition of Phantom Stock from Issuer	1,618.451	\$55.81
James Hagedorn	9/30/2025	Acquisition of shares per Employee Stock Purchase Plan	41.1015	\$48.66
James Hagedorn	9/26/2025	Acquisition of Phantom Stock from Issuer	1,611.159	\$56.07