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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**

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

**Date of Report (Date of earliest event reported): August 5, 2025 (July 31, 2025)**

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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</b>	<b>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.**

On July 31, 2025, Lieutenant General (retired) John R. Vines, a member of the Board of Directors (the “Board”), notified The Scotts Miracle-Gro Company (the “Company”) of his retirement from the Board.

Mr. Vines, a member of the (i) Nominating and Governance Committee and (ii) Innovation & Technology Committee, confirmed that his departure was not due to any disagreement with the Company on any matter relating to its operations, policies or practices. As a Class II director, Mr. Vines’ term was set to expire at the Company’s 2027 Annual Meeting of Shareholders.

On July 31, 2025, the Board, upon the recommendation of the Nominating and Governance Committee of the Board (“Nominating Committee”), appointed General (retired) Austin Scott Miller as a Class II member of the Board to fill the vacancy arising from Mr. Vines’ retirement, with an effective date of August 1, 2025. As a Class II director, Mr. Miller will hold office for a term scheduled to expire at the 2027 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating Committee, the Board also appointed Mr. Miller to serve on the Board’s Nominating Committee as well as the Innovation & Technology Committee. Upon the recommendation of the Nominating Committee, the Board determined that Mr. Miller 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. Miller will receive the same compensation for 2025 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2025 calendar year, which consists of cash retainer payments in the amount of \$47,917 and a grant of restricted stock units (“RSUs”) with a grant date value of \$87,500. The RSUs, which are granted under The Scotts Miracle-Gro Long-Term Incentive Plan, have a grant date of August 1, 2025 and will vest on January 31, 2026 (the “Vesting Date”) provided that his Board service has continued at least through the date of the Company’s 2026 Annual Meeting of Shareholders if it is held prior to the Vesting Date, subject to accelerated vesting in the event of Mr. Miller’s death or disability.

A copy of the Company’s news release announcing these changes 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 5, 2025
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 5, 2025

By: /s/ DIMITER TODOROV

Printed Name: Dimiter Todorov

Title: Executive Vice President, Chief Legal Officer & Corporate Secretary

**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated August 5, 2025  
The Scotts Miracle-Gro Company

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## ***The Scotts Miracle-Gro Company***

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### **ScottsMiracle-Gro Announces Changes to Board of Directors**

*Retired Lt. General John R. Vines retires from Board; former General Scott Miller named to open seat*

MARYSVILLE, Ohio, August 5, 2025 - The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products as well as a leader in indoor and hydroponic growing products, today announced changes to its Board of Directors.

Former U.S. Army Lt. General John R. Vines announced his retirement after more than 12 years on the Board, most recently as a member of the Nominating & Governance and Innovation & Technology committees. His term was set to expire at the 2027 annual meeting of shareholders. Although he no longer is a member of the Board, he will maintain an advisory role as Board member emeritus. Vines served 35 years in the military, commanding the U.S. Army's XVII Airborne Corps and 27-nation Multi-National Corps in Iraq and the Combined Joint Task Force and 82nd Airborne Division in Afghanistan.

"John has been a valuable and well-respected contributor whose leadership has been marked by his integrity and deep sense of commitment," said Jim Hagedorn, chairman and CEO. "We very much appreciate his dedication to ScottsMiracle-Gro and look forward to John's continued partnership in his new advisory role as Board member emeritus."

Replacing Vines is retired U.S. Army General Scott Miller, who commanded at all grades, most notably as commanding general of the U.S. Army Maneuver Center at Fort Benning and as commander of the Joint Special Operations Command, where he directed U.S. operations in complex geopolitical regions including the Indo-Pacific, Africa, Middle East and South Asia. He also commanded assault forces in Mogadishu, Somalia, during "Blackhawk Down." His numerous decorations and honors include two awards of the coveted Combat Infantryman Badge, two Purple Hearts, the Silver Star and an unprecedented 20 Overseas Service Bars denoting more than 10 full years in combat zones. In 2023, he was selected as a distinguished graduate of the United States Military Academy and the recipient of the Richard M. Helms Award presented by the CIA Memorial Foundation. In retirement, Miller has pursued an understanding of business serving in both leadership roles and board positions. Through the Miller Advisory Group he consults overseas, speaks on world topics and hosts leadership retreats. He is a senior fellow for the Combating Terrorism Center at the U.S. Military Academy, where he mentors future leaders, and is an ambassador for the nonprofit Shields and Stripes, which is focused on veterans and first responders.

"Scott has led men and women at every level of the military and in the toughest, most challenging and dynamic circumstances imaginable," Hagedorn said. "His strategic and collaborative mindset, coupled with his inspirational leadership style, makes him a welcome addition to the Board as we further transform ScottsMiracle-Gro into a consumer goods marketing powerhouse capable of delivering greater returns."

Since 2022, the Board has focused on adding expanded skills and experiences for fresh perspectives and viewpoints. Miller is the second Board member to be named in 2025 following the January appointment of Nick Miaritis, and he is the sixth new Board member to join since 2022.

### **About ScottsMiracle-Gro**

With approximately \$3.6 billion in sales, the 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. The Company's wholly-owned subsidiary, The Hawthorne Gardening Company LLC, 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](http://www.scottsmiraclegro.com).

### **For investor inquiries:**

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