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 15, 2026 (September 11, 2026)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio	**001-11593**	**31-1414921**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

14111 Scottslawn Road	**Marysville**	**Ohio**	**43041**
(Address of principal executive offices)			(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))

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 Section13(a) of the Exchange Act. ☐

Item 1.02. Termination of Material Definitive Agreement.

The information set forth under Item 8.01 below is incorporated by reference into this Item 1.02.

Item 8.01. Other Events.

On September 11, 2026 (the “Redemption Date”), The Scotts Miracle-Gro Company redeemed all $250.0 million aggregate principal amount of its outstanding 5.250% Senior Notes due 2026 (the “5.250% Senior Notes”), pursuant to the terms of the indenture governing the 5.250% Senior Notes, at a redemption price equal to the aggregate principal amount of the 5.250% Senior Notes, plus accrued and unpaid interest to the Redemption Date (the “Redemption Price”). As of the Redemption Date, the 5.250% Senior Notes were no longer deemed outstanding, interest on the 5.250% Senior Notes ceased to accrue and all rights with respect to the 5.250% Senior Notes ceased, except for the right to receive the Redemption Price.

A copy of the Company's press release announcing this development, among other things, is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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:

Exhibit No.	Description
99.1	News Release issued by The Scotts Miracle-Gro Company on September 15, 2026
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: September 15, 2026	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 September 15, 2026
The Scotts Miracle-Gro Company

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Exhibit 99.1

ScottsMiracle-Gro Announces Execution of Key Capital Allocation Initiatives

Achieves free cash flow target of $275 million and reaffirms full Fiscal 2026 guidance

MARYSVILLE, Ohio — September 15, 2026 — The Scotts Miracle-Gro Company (NYSE: SMG), the leading marketer of branded consumer lawn and garden products in North America, today announced the successful execution of key elements of its capital allocation strategy and reaffirmed confidence in achieving its Fiscal 2026 guidance.

The recent actions demonstrate continued execution of the Company's disciplined capital allocation strategy. Among the completed actions:

- **Senior Notes Redemption:** The Company redeemed all $250 million aggregate principal amount of its outstanding 5.250% senior notes due 2026. This redemption, completed on September 11, 2026, was funded through a combination of available revolver debt and planned fiscal year 2026 excess free cash flow.

- **Accounts Receivable Facility Renewal:** The Company renewed its $750 million accounts receivable facility with JPMorgan Chase Bank, N.A., extending its maturity to August 31, 2027, providing consistent access to efficient liquidity.

- **Share Repurchases:** The Company executed share repurchases totaling $25 million during the month of August, marking the start of the $500 million share repurchase program authorized by the Board of Directors. The timing and scale of future repurchases remain secondary to the Company's commitment to ongoing debt reduction and will be subject to market conditions and other factors determined by management.

"We continue to accomplish what we set out to do," said Nate Baxter, president and chief executive officer. "Our focus remains on operational excellence and executing our SMG 2.0 multi-year strategy to drive sustainable and consistent growth. These actions reflect our commitments to disciplined capital allocation, maintaining financial flexibility and further enhancing our capital structure."

Mark Scheiwer, chief financial officer and chief accounting officer, added, "Strengthening our balance sheet is a top priority, and we are pleased with the progress we have made in deleveraging. By optimizing our liquidity through our accounts receivable facility and deploying free cash flow to address our debt obligations, we are further strengthening our financial position to fund growth and return value to shareholders.

"The start of the share repurchase program reflects our confidence in the strength of our SMG 2.0 initiatives, our consistent annual free cash flow generation and the long-term value of our Company and our capital allocation strategy. Future share repurchases will be undertaken in alignment with our commitment to debt reduction and other financial priorities outlined in our mid-term growth algorithm for fiscal years 2027 through 2029."

The Company will close its fiscal year on September 30, 2026, and announce full-year financial results on November 4, 2026.

Fiscal 2026 Outlook

In connection with today's announcement, the Company has reaffirmed its previously provided Fiscal 2026 guidance, which includes:

- U.S. Consumer net sales low single-digit growth
- Non-GAAP adjusted gross margin of at least 32%
- Non-GAAP adjusted net income per share from continuing operations of $4.30 to $4.45
- Non-GAAP adjusted EBITDA mid single-digit growth
- Free cash flow of $275 million, driving leverage ratio down to the high 3s

About ScottsMiracle-Gro

With approximately $3.3 billion in sales, the Company is the leading marketer of branded consumer lawn and garden products in North America. The Company's brands are among the most recognized in the industry. The Company's Scotts®, Miracle-Gro®, Ortho® and Tomcat® brands are market-leading in their categories. For additional information, visit us at www.scottsmiracle-gro.com.

For investor inquiries:
Brad Chelton
Vice President Treasury, Tax and Investor Relations
brad.chelton@scotts.com
(937) 309-2503

For media inquiries:
Tom Matthews
Chief Communications Officer
tom.matthews@scotts.com
(937) 844-3864