
**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): November 12, 2025 (November 12, 2025)

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 (Address of principal executive offices)	Marysville	Ohio
		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))

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Form of Restricted Stock Unit Award Notice

Beginning November 13, 2025, the Company will begin using a form of restricted stock unit award notice that will be used to make awards to certain employees, including named executive officers, under The Scotts Miracle-Gro Company Long-Term Incentive Plan.

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 Fiscal Year Incentive RSU Award Notice
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: November 12, 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 November 12, 2025
The Scotts Miracle-Gro Company

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10.1	Form of Fiscal Year Incentive RSU Award Notice
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**THE SCOTTS MIRACLE-GRO COMPANY
LONG-TERM INCENTIVE PLAN**

FY[] EQUITY INCENTIVE RESTRICTED STOCK UNIT AWARD NOTICE

This Award Notice describes the type of Award that you have been granted and the terms and conditions of your Award.

1. DESCRIPTION OF YOUR RESTRICTED STOCK UNITS.

- (a) You have been granted [] Restricted Stock Units (“RSUs”). The “Grant Date” of your Award is []. Each whole RSU represents the right to receive one full Share at the time and in the manner described in this Award Notice.
- (b) The RSUs under this Award Notice are being granted to you in lieu of a cash incentive payout for the fiscal year ended September 30, [].
- (c) This Award Notice constitutes an award agreement under the Plan (as defined below).

2. INCORPORATION OF PLAN AND DEFINITIONS.

- (a) This Award Notice and your RSUs are granted pursuant to and in accordance with The Scotts Miracle-Gro Company Long-Term Incentive Plan effective [] (the “Plan”) and this Award Notice. All provisions of the Plan are incorporated herein by reference, and your RSUs are subject to the terms of the Plan and this Award Notice. To the extent there is a conflict between this Award Notice and the Plan, the Plan will govern.
- (b) Capitalized terms that are not defined in this Award Notice have the same meanings as in the Plan.

3. VESTING. Your RSUs described in this Award Notice will become 100% vested on the Grant Date, in this case [] (the “Vesting Date”), and will be settled in accordance with Section 4.

4. SETTLEMENT (Payout of your Shares).

- (a) Your vested RSUs, minus any Shares that are withheld for taxes as provided under Section 4(b), shall be settled in a lump sum immediately on the Vesting Date.
- (b) NET SETTLEMENT: To pay the required withholding taxes related to the vesting and settlement of your RSUs, the Company will retain the number of

Shares with a Fair Market Value equal to the required withholding Taxes applicable on your RSUs, provided that such withholding can be no more than the maximum withholding rate applicable to each jurisdiction for which the Company is required to withhold.

5. GOVERNING LAW. This Award Notice shall be governed by the laws of the State of Ohio, excluding any conflicts or choice of law rule or principle that might otherwise refer to construction or interpretation of the Plan to the substantive law of another jurisdiction. This Award Notice and the delivery of any Shares hereunder shall be governed by applicable federal and state securities laws and exchanges.

6. OTHER AGREEMENTS AND POLICIES. Your RSUs will be subject to the terms of any other written agreements between you and the Company or any Subsidiary or Affiliate to the extent that those other agreements do not directly conflict with the terms of the Plan or this Award Notice. Your RSUs granted under the Plan shall be subject to any applicable Company clawback or recoupment policies, share trading policies and other policies that may be implemented by the Company from time to time.

7. ACKNOWLEDGMENT OF AWARD NOTICE. This document serves as notification of the terms and conditions of your Award. The receipt of Shares under this Award constitutes your acknowledgement and agreement that you understand and accept the terms and conditions of your Award, and that you understand that the Compensation and Organization Committee of the Board has the authority to interpret the terms of the Plan and this Award Notice.