

SCOTTS MIRACLE-GRO CO
Form 8-K
January 22, 2009

**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) January 22, 2009 (January 21, 2009)
The Scotts Miracle-Gro Company**

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Ohio | 1-11593 | 31-1414921 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Karen G. Mills from the Board

On January 21, 2009, Karen G. Mills, a Class I member of the Board of Directors (the Board) of The Scotts Miracle-Gro Company (the Company) and the Company's lead independent director, notified the Company that she was resigning from the Board, effective immediately. Mrs. Mills indicated that her recent nomination by President Barack Obama to head the U.S. Small Business Administration, which is subject to confirmation by the United States Senate, necessitated her resignation.

A copy of the press release issued by the Company on January 22, 2009 announcing Mrs. Mills' resignation from the Board is included as Exhibit 99.1 to this Current Report on Form 8-K and 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:

| Exhibit No. | Description | Location |
|-------------|--|----------------|
| 99.1 | Press Release issued by The Scotts Miracle-Gro Company on January 22, 2009 | 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: January 22, 2009

By: /s/ Vincent C. Brockman
Printed Name: Vincent C. Brockman
Title: Executive Vice President,
General Counsel and
Corporate Secretary

INDEX TO EXHIBITS
Current Report on Form 8-K
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