

SCOTTS MIRACLE-GRO CO  
Form 8-K  
March 16, 2016

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): March 16, 2016 (March 15, 2016)

---

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)	(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))

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

On March 15, 2016, the Company announced that Michael C. Lukemire, currently Executive Vice President and Chief Operating Officer, has been named President and Chief Operating Officer. The position of President was previously held by James Hagedorn, the Company's Chairman and Chief Executive Officer, who will continue on in those roles.

In connection with his appointment to President, the Compensation and Organization Committee awarded Mr. Lukemire a discretionary retention award which contemplates a cash payment of \$500,000 to Mr. Lukemire (the "Award"). Payment of the Award is contingent upon (i) Mr. Lukemire being actively employed with the Company through February 11, 2018 and (ii) the satisfaction of personal performance criteria identified and communicated by Mr. Hagedorn, the satisfaction of any such criteria to be determined in the sole discretion of Mr. Hagedorn to whom the Compensation and Organization Committee has delegated administration of the Award.

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: March 16, 2016

By: /s/ IVAN C. SMITH

Printed Name: Ivan C. Smith

Title: Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer