

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

On April 27, 2018, the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”), upon the recommendation of the Nominating and Governance Committee of the Board (“Nominating Committee”), appointed David C. Evans as a Class III member of the Board in order to fill a vacancy. As a Class III director, Mr. Evans will hold office for a term scheduled to expire at the 2019 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Nominating Committee, the Board also appointed Mr. Evans to serve on the Board’s Audit Committee and Compensation and Organization Committee. Upon the recommendation of the Nominating Committee, the Board determined that Mr. Evans 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. Evans will receive the same compensation for 2018 as other non-employee directors of the Company, pro-rated to reflect the time he serves on the Board during the 2018 calendar year, which consists of cash retainer payments in the amount of \$66,667 and a grant of deferred stock units (“DSUs”) with a grant date value of \$123,333. The DSUs, which are granted under The Scotts Miracle-Gro Company Long-Term Incentive Plan, have a grant date of May 4, 2018 and will vest on February 2, 2019 provided that his Board service has continued through the date of the Company’s 2019 Annual Meeting of Shareholders if it is held prior to the February 2, 2019, subject to accelerated vesting in the event of Mr. Evans’ death or disability.

A copy of the press release issued by the Company on May 3, 2018 announcing the appointment of Mr. Evans as a director 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:

Exhibit No. Description

99.1 News Release issued by The Scotts Miracle-Gro Company on May 3, 2018

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: May 3, 2018 By: /s/ IVAN C. SMITH
Printed Name: Ivan C. Smith
Title: Executive Vice President, General Counsel, Corporate
Secretary and Chief Compliance Officer

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated May 3, 2018
The Scotts Miracle-Gro Company

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99.1	<u>News Release issued by The Scotts Miracle-Gro Company on May 3, 2018</u>