

SCOTTS MIRACLE-GRO CO  
Form 8-K  
May 06, 2009

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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):

May 6, 2009

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)

(I.R.S. 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))

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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.**

On May 6, 2009, the Board of Directors (the "Board") of The Scotts Miracle-Gro Company (the "Company"), upon the recommendation of the Governance and Nominating Committee of the Board, appointed William G. "Jerry" Jurgensen as a Class I member of the Board in order to fill an existing vacancy. As a Class I director, Mr. Jurgensen will hold office for a term which will expire at the 2011 Annual Meeting of Shareholders of the Company. Upon the recommendation of the Governance and Nominating Committee of the Board, the Board also appointed Mr. Jurgensen to serve on the Board's Governance and Nominating Committee and Innovation & Technology Committee.

Mr. Jurgensen, 57, served as Chief Executive Officer of Nationwide Mutual Insurance Company and Nationwide Financial Services, Inc., a leading provider of diversified insurance and financial services, from 2000 until February 2009. Prior to his tenure there, Mr. Jurgensen served as executive vice president of corporate and commercial banking at Bank One Corporation.

The Board has determined that Mr. Jurgensen and his immediate family members have not had (and do not propose to have) a direct or indirect interest in any transaction in which the Company or any of the Company's subsidiaries was (or is proposed to be) a participant that would be required to be disclosed under Item 404(a) of Securities and Exchange Commission Regulation S-K. The Board has also determined that Mr. Jurgensen satisfies the independence requirements set forth in the applicable sections of the New York Stock Exchange Listed Company Manual and the applicable rules and regulations of the Securities and Exchange Commission. Mr. Jurgensen, in his capacity as a non-employee director of the Company, will receive the same compensation for 2009 as other non-employee directors of the Company, pro-rated to reflect his time served on the Board, the Governance and Nominating Committee and the Innovation & Technology Committee during the 2009 calendar year.

A copy of the press release issued by the Company on May 6, 2009 announcing the appointment of Mr. Jurgensen 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:

99.1 - News Release issued by The Scotts Miracle-Gro Company on May 6, 2009

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**SIGNATURES**

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

May 6, 2009

By: */s/ Vincent C. Brockman*

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*Name: Vincent C. Brockman*  
*Title: Executive Vice President, General Counsel and*  
*Corporate Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release issued by The Scotts Miracle-Gro Company on May 6, 2009