

SCOTTS MIRACLE-GRO CO
Form 8-K
December 19, 2008

**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) December 19, 2008 (November 4, 2008)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-13292
(Commission
File Number)

31-1414921
(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))

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

Notification by Arnold W. Donald of his Decision Not to Stand for Re-Election to Board

On December 18, 2008, Arnold W. Donald, a member of the Board of Directors of The Scotts Miracle-Gro Company (the Company) who serves in the class whose terms expire at the Company's 2009 Annual Meeting of Shareholders, notified the Company that he had decided not to stand for re-election to the Board.

Discretionary Bonus Award for Barry W. Sanders

On November 4, 2008, the Compensation and Organization Committee of the Company approved a one-time payment of \$125,000 to Barry W. Sanders, the Company's Executive Vice President, North America, in recognition of his continuing service.

[Remainder of page intentionally left blank; signature on following page.]

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: December 19, 2008

By: /s/ Vincent C. Brockman

Name: Vincent C. Brockman

Title: Executive Vice President, General
Counsel and Corporate Secretary