

SCOTTS MIRACLE-GRO CO  
Form 8-K  
August 10, 2010

**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): August 10, 2010**

**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)

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 2.02. Results of Operations and Financial Condition.**

On August 10, 2010, The Scotts Miracle-Gro Company (the Company) issued a News Release (the News Release) reporting information regarding its results of operations for the three- and nine-month periods ended July 3, 2010 and its financial condition as of July 3, 2010. The News Release is included as Exhibit 99.1 to this Current Report on Form 8-K.

The News Release includes the following non-GAAP financial measures as defined in Regulation G:

Adjusted income from continuing operations and adjusted diluted income per share from continuing operations These measures exclude charges or credits relating to refinancings, impairments, restructurings, product registration and recall matters, discontinued operations, and other unusual items such as costs or gains related to discrete projects or transactions that are apart from and not indicative of the results of the operations of the business. In compliance with Regulation G, the Company has provided a reconciliation of adjusted income from continuing operations and adjusted diluted income per share from continuing operations to their most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States of America (GAAP). These non-GAAP financial measures are provided solely for the purpose of complying with Regulation G and are not intended to replace or serve as substitutes for any of the Company's GAAP financial measures.

Adjusted EBITDA This measure is provided as a convenience to the Company's lenders because adjusted EBITDA is a component of certain debt compliance covenants. Adjusted EBITDA, as defined by the Company's credit facility, is calculated as net income or loss before interest, taxes, depreciation and amortization as well as certain other items such as the cumulative effect of changes in accounting, costs associated with debt refinancing and other non-recurring, non-cash items affecting net income. The Company's calculation of adjusted EBITDA does not represent and should not be considered as an alternative to net income or cash flow from operations as determined by GAAP. The Company makes no representation or assertion that adjusted EBITDA is indicative of its cash flows from operations or results of operations. The Company has provided a reconciliation of income from continuing operations to adjusted EBITDA solely for the purpose of complying with Regulation G and not as an indication that adjusted EBITDA is a substitute measure for income from continuing operations.

The Company's management believes that these non-GAAP financial measures are the most indicative of the Company's ongoing earnings capabilities and that disclosure of these non-GAAP financial measures therefore provides useful information to investors or other users of the financial statements, such as lenders.

**Item 8.01. Other Events.**

In the News Release issued on August 10, 2010, the Company also announced that its Board of Directors: (i) has authorized the Company to repurchase up to \$500 million of the Company's common shares over the next four years; and (ii) has approved the payment of a cash dividend of \$0.25 per common share, payable on September 10, 2010 to all common shareholders of record on August 27, 2010. The portion of the News Release announcing the share repurchase authorization and approval of the dividend, which News Release is included as Exhibit 99.1 to this Current Report on Form 8-K, 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:

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release issued by The Scotts Miracle-Gro Company on August 10, 2010

**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: August 10, 2010

By: /s/ David C. Evans

Printed Name: David C. Evans

Title: Executive Vice President and  
Chief Financial Officer

**INDEX TO EXHIBITS**  
Current Report on Form 8-K  
Dated August 10, 2010  
The Scotts Miracle-Gro Company

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