

SCOTTS MIRACLE-GRO CO  
Form 8-K  
August 26, 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): August 26, 2016 (August 25, 2016)

---

The Scotts Miracle-Gro Company  
(Exact name of registrant as specified in its charter)

---

Ohio                                      001-11593      31-1414921  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)                      File Number) 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 1.01. Entry into a Material Definitive Agreement.

On August 25, 2016, The Scotts Miracle-Gro Company (the “Company”) and its wholly-owned subsidiary, The Scotts Company LLC (“Scotts LLC”), entered into a Second Amendment (the “Amendment”) to the Amended and Restated Master Accounts Receivable Purchase Agreement, dated as of September 25, 2015, by and among Scotts LLC, the Company, the Banks party thereto, and Mizuho Bank, Ltd. as Administrative Agent and as a Bank, as previously amended (the “Agreement”).

The Amendment extends the stated termination date of the Agreement through October 14, 2016.

The foregoing summary of the material terms of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 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
10.1	Second Amendment, dated as of August 25, 2016, to the Amended and Restated Master Accounts Receivable Purchase Agreement among The Scotts Miracle-Gro Company, The Scotts Company LLC, the Banks party thereto and Mizuho Bank, Ltd., as Administrative Agent and Bank

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 26, 2016 By: /s/ THOMAS RANDAL COLEMAN  
Printed Name: Thomas Randal Coleman  
Title: Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Current Report on Form 8-K  
Dated August 26, 2016  
The Scotts Miracle-Gro Company

Exhibit No.	Exhibit Description
10.1	Second Amendment, dated as of August 25, 2016, to the Amended and Restated Master Accounts Receivable Purchase Agreement among The Scotts Miracle-Gro Company, The Scotts Company LLC, the Banks party thereto and Mizuho Bank, Ltd., as Administrative Agent and Bank