

SCOTTS MIRACLE-GRO CO  
Form 8-K  
December 16, 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): December 16, 2016 (December 12, 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.

Sale of 5.250% Senior Notes due 2026

On December 15, 2016, The Scotts Miracle-Gro Company (the “Company”) completed the sale of \$250 million aggregate principal amount of 5.250% Senior Notes due 2026 (the “5.250% Senior Notes”). The Company sold the 5.250% Senior Notes pursuant to a purchase agreement, dated December 12, 2016 (the “Purchase Agreement”), among the Company, the subsidiary guarantors party thereto (the “Subsidiary Guarantors”) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as an initial purchaser and representative of the several other initial purchasers named in the Purchase Agreement (the “Representative”), in a private placement exempt from the registration requirements under the Securities Act of 1933, as amended (the “Securities Act”). The Company intends to use the proceeds (net of fees and expenses incurred in connection with the offering) from the sale of the 5.250% Senior Notes to reduce outstanding borrowings under its senior secured credit facility.

The 5.250% Senior Notes are governed by, and were issued pursuant to, the indenture, dated December 15, 2016, among the Company, the Subsidiary Guarantors and U.S. Bank National Association, as trustee (the “Indenture”). The Indenture provides, among other things, that the 5.250% Senior Notes will bear interest at a rate of 5.250% per annum, payable on June 15 and December 15 of each year, commencing June 15, 2017. The 5.250% Senior Notes mature on December 15, 2026. The 5.250% Senior Notes and the Indenture contain customary covenants and events of default, including failure to pay principal or interest on the 5.250% Senior Notes when due, among others.

The 5.250% Senior Notes are unsecured obligations of the Company and rank equal in right of payment with the Company’s existing and future unsecured senior debt, including, without limitation, the Company’s 6.000% Senior Notes due 2023 (the “6.000% Senior Notes”). The Company’s obligations under the 5.250% Senior Notes are fully and unconditionally guaranteed by the Subsidiary Guarantors (the “Guarantees”). The Guarantees are unsecured general obligations of the Subsidiary Guarantors and rank equal in right of payment with all existing and future unsecured liabilities of the Subsidiary Guarantors that are not subordinated in right of payment to the Guarantees, including, without limitation, the guarantees under the 6.000% Senior Notes.

In connection with the completion of the sale of the 5.250% Senior Notes, on December 15, 2016, the Company and the Subsidiary Guarantors entered into a registration rights agreement with the Representative (the “Registration Rights Agreement”). Under the Registration Rights Agreement, the Company and each of the Subsidiary Guarantors agreed to file (or cause to be filed) with the Securities and Exchange Commission no later than 465 days after the date of the initial issuance of the 5.250% Senior Notes a registration statement with respect to a registered offer to exchange the 5.250% Senior Notes for publicly registered notes (the “Exchange Offer Registration Statement”). The Company agreed to use its reasonable best efforts to cause the Exchange Offer Registration Statement to be declared effective under the Securities Act and to consummate the exchange offer no later than 555 days after the date of the initial issuance of the 5.250% Senior Notes.

If the Company does not comply with certain of its obligations under the Registration Rights Agreement, the 5.250% Senior Notes will bear additional interest at a rate of 0.25% per annum for the first 90-day period during which a registration default continues, increasing by an additional 0.25% per annum with respect to the next subsequent 90-day period until all registration defaults have been cured, up to a maximum amount of such additional interest for all registration defaults of 0.50% per annum.

The 5.250% Senior Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction, and accordingly may be resold in accordance with the Purchase Agreement only to “qualified institutional buyers” (as such term is defined in Rule 144A under the Securities Act) and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act. This Current Report on Form 8-K does not

constitute an offer to sell or the solicitation of an offer to buy the 5.250% Senior Notes.

The foregoing description is qualified in its entirety by reference to the full text of the Purchase Agreement, the Indenture (which includes the form of the 5.250% Senior Notes and the notation of Guarantees) and the Registration Rights Agreement, copies of which are filed as Exhibits 10.1, 4.1 and 4.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information regarding the sale of the 5.250% Senior Notes set forth in Item 1.01 above 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 Description

Exhibit No.	Description
4.1	Indenture, dated as of December 15, 2016, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee.
4.2	Form of 5.250% Senior Notes due 2026 (included in Exhibit 4.1).
4.3	Registration Rights Agreement, dated as of December 15, 2016, by and among The Scotts Miracle-Gro Company, the guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers named therein.
10.1	Purchase Agreement, dated December 12, 2016, among The Scotts Miracle-Gro Company, the subsidiary guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers named therein.

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 16, 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 December 16, 2016  
The Scotts Miracle-Gro Company

Exhibit Description

- | No.  | Description  |
|------|--|
| 4.1  | Indenture, dated as of December 15, 2016, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee.   |
| 4.2  | Form of 5.250% Senior Notes due 2026 (included in Exhibit 4.1).  |
| 4.3  | Registration Rights Agreement, dated as of December 15, 2016, by and among The Scotts Miracle-Gro Company, the guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers named therein. |
| 10.1 | Purchase Agreement, dated December 12 , 2016, among The Scotts Miracle-Gro Company, the subsidiary guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers named therein.             |