

SCOTTS MIRACLE-GRO CO  
Form 8-K  
September 04, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 4, 2014 (August 29, 2014)

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

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|---|-----------------------------|--------------------------------------|
| Ohio  | 001-11593                   | 31-1414921                           |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number) | (IRS Employer<br>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.)

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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 29, 2014, The Scotts Miracle-Gro Company (the “Company”) and its wholly-owned subsidiary, The Scotts Company LLC (“Scotts LLC”), entered into a Second Amendment to Master Accounts Receivable Purchase Agreement (the “Amendment”) by and among Scotts LLC, the Company, Mizuho Bank, Ltd. as Administrative Agent and as a Bank (“Mizuho”), and The Bank of Nova Scotia, Suntrust Bank and RB Receivables LLC, as Banks (collectively with Mizuho, the “Banks”). The Amendment extends the stated termination date of the Master Accounts Receivable Purchase Agreement, dated as of November 15, 2012, among Scotts LLC, the Company, and the Banks (the “Agreement”), as amended by the First Amendment dated as of October 25, 2013, from August 29, 2014 to August 28, 2015 or such later date as may be determined by mutual agreement of each Bank and the Company. A copy of the Agreement was filed as Exhibit 10.16 to the Company’s Annual Report on Form 10-K for the Fiscal Year Ended September 30, 2012, filed November 20, 2012. A copy of the First Amendment was filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K, filed October 31, 2013.

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

The information under Item 1.01 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 to Master Accounts Receivable Purchase Agreement dated as of August 29, 2014, by and among The Scotts Company LLC, The Scotts Miracle-Gro Company, Mizuho Bank, Ltd. as Administrative Agent and as a Bank, and The Bank of Nova Scotia, Suntrust Bank and RB Receivables LLC, as Banks |

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: September 4, 2014

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 September 4, 2014  
The Scotts Miracle-Gro Company

| Exhibit No. | Exhibit Description  |
|-------------|--|
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