

SCOTTS MIRACLE-GRO CO

Form S-8 POS

June 02, 2010

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As filed with the Securities and Exchange Commission on June 2, 2010
Registration No. 333-147397

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

THE SCOTTS MIRACLE-GRO COMPANY

(Exact name of registrant as specified in its charter)

Ohio

31-1414921

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

14111 Scottslawn Road, Marysville, Ohio

43041

(Address of Principal Executive Offices)

(Zip Code)

The Scotts Company LLC Retirement Savings Plan
Smith & Hawken 401(k) Plan

(Full title of the plan)

David C. Evans
Executive Vice President and
Chief Financial Officer
The Scotts Miracle-Gro Company
14111 Scottslawn Road
Marysville, Ohio 43041

Copy to:
Elizabeth Turrell Farrar, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
P.O. Box 1008
Columbus, Ohio 43216-1008

(Name and address of agent for service)

(937) 644-0011

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

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DEREGISTRATION OF CERTAIN SECURITIES

On November 14, 2007, The Scotts Miracle-Gro Company (the Registrant) filed a Registration Statement on Form S-8 (File No. 333-147397) pursuant to which it registered under the Securities Act of 1933, as amended (the Securities Act), among other securities, 50,000 common shares of the Registrant (Common Shares) to be offered or sold pursuant to the Smith & Hawken 401(k) Plan (the S&H Plan), and the S&H Plan registered under the Securities Act an indeterminate amount of interests in the S&H Plan. On December 31, 2009, the S&H Plan was terminated. Accordingly, the Registration Statement is hereby amended by this Post-Effective Amendment No. 1 to remove from registration all interests in the S&H Plan and all Common Shares previously registered for offering or sale pursuant to the S&H Plan which remain unsold and unissued. Common Shares and interests in The Scotts Company LLC Retirement Savings Plan registered on Registration Statement on Form S-8 (File No. 333-147397) for offering or sale pursuant to The Scotts Company LLC Retirement Savings Plan are unaffected by this Post-Effective Amendment No. 1 and remain registered for such purpose pursuant to Registration Statement on Form S-8 (File No. 333-147397) in addition to Registration Statement on Form S-8 (File No. 333-154364).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibit is filed with this Post-Effective Amendment No.1 to Registration Statement:

Exhibit No. Description

- 24.1 Powers of Attorney of Executive Officers and Directors of The Scotts Miracle-Gro Company
[Remainder of page intentionally left blank;
signatures on following page.]

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-147397) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marysville, State of Ohio, on the second day of June, 2010.

THE SCOTTS MIRACLE-GRO COMPANY

By: /s/ David C. Evans
David C. Evans
Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-147397) has been signed by the following persons in the capacities indicated on June 2, 2010.

| Signature | Title |
|---------------------------|---|
| /s/ Mark R. Baker* | President, Chief Operating Officer and Director |
| Mark R. Baker | |
| /s/ Alan H. Barry* | Director |
| Alan H. Barry | |
| /s/ David C. Evans | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| David C. Evans | |
| /s/ Joseph P. Flannery* | Director |
| Joseph P. Flannery | |
| /s/ James Hagedorn* | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director |
| James Hagedorn | |
| /s/ Adam Hanft* | Director |
| Adam Hanft | |
| /s/ William G. Jurgensen* | Director |
| William G. Jurgensen | |

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| Signature | Title |
|-------------------------------------|----------|
| /s/ Thomas N. Kelly Jr.* | Director |
| Thomas N. Kelly Jr. | |
| /s/ Carl F. Kohrt, Ph.D.* | Director |
| Carl F. Kohrt, Ph.D. | |
| /s/ Katherine Hagedorn Littlefield* | Director |
| Katherine Hagedorn Littlefield | |
| /s/ Nancy G. Mistretta* | Director |
| Nancy G. Mistretta | |
| /s/ Stephanie M. Shern* | Director |
| Stephanie M. Shern | |
| /s/ John S. Shiely* | Director |
| John S. Shiely | |

* The undersigned,
by signing his
name hereto,
does hereby sign
this
Post-Effective
Amendment
No. 1 to
Registration
Statement on
Form S-8 (File
No. 333-147397)
on behalf of each
of the directors of
the Registrant
identified above
pursuant to
Powers of
Attorney
executed by the
directors
identified above,

which Powers of
Attorney are filed
with this
Post-Effective
Amendment
No. 1 to
Registration
Statement on
Form S-8 (File
No. 333-147397)
as exhibits.

/s/ David C. Evans
By: David C. Evans, Attorney-in-Fact
Date: June 2, 2010

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The Plans. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-147397) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marysville, State of Ohio, on June 2, 2010.

THE SCOTTS COMPANY LLC
RETIREMENT SAVINGS PLAN

By: /s/ David C. Evans
David C. Evans
Executive Vice President and Chief
Financial Officer of The Scotts
Company LLC

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-147397) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marysville, State of Ohio, on June 2, 2010.

SMITH & HAWKEN 401(K) PLAN

By: /s/ David C. Evans
David C. Evans
Executive Vice President and Chief
Financial Officer of Teak 2, Ltd.
(formerly known as Smith & Hawken,
Ltd.)

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Exhibit No. Description

24.1 Powers of Attorney of Executive Officers and Directors of The Scotts Miracle-Gro Company

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