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SCOTTS COMPANY
Form SC 13D/A
January 16, 2003

OMB APPROVAL
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per response ...11

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6) *

(Name of Issuer)

The Scotts Company

Common Shares, without par value

(Title of Class of Securities)

810 186 106

(CUSIP Number)

Rob McMahon
c/o Hagedorn Partnership, L.P.
800 Port Washington Blvd.
Port Washington, NJ 08540

with a copy to:

Richard L. Goldberg
Proskauer Rose LLP
1585 Broadway
New York, NY 10036

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

January 9, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSON

Hagedorn Partnership, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY: EIN 11-3265232

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

BENEFICIALLY 8 SHARED VOTING POWER
11,516,554

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON

WITH 10 SHARED DISPOSITIVE POWER
11,516,554

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*:
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSON

Katherine Hagedorn Littlefield

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
		11,516,554
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		186,600
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		11,329,954

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*:
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSON

James Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

BENEFICIALLY 8 SHARED VOTING POWER
11,516,554

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 226,600

PERSON

WITH 10 SHARED DISPOSITIVE POWER
11,289,954

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*:
IN

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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Paul Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

[]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
		11,516,554
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		158,620
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		11,357,934

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Peter Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

BENEFICIALLY 8 SHARED VOTING POWER
11,516,554

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 45,320

PERSON

WITH 10 SHARED DISPOSITIVE POWER
11,471,234

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.9%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Robert Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

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	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
		11,516,554
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		111,600
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		11,404,954

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP No. 810 186 106

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1 NAME OF REPORTING PERSONS

Susan Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER
BENEFICIALLY 11,516,554

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 166,600

PERSON

10 SHARED DISPOSITIVE POWER
WITH 11,349,954

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,516,554

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.9%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

CUSIP No. 810 186 106 -----

By this Amendment No. 6, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 3 and 4 of its Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, without par value (the "Shares"), of The Scotts Company, an Ohio corporation ("Scotts"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The Partnership's exercise of the Warrants was a cashless exercise and no cash was paid for the Shares. The partnership exercised 579,432 Warrants and received 301,697 Shares.

Item 4. Purpose of Transaction

On January 8 and 9, 2003, the Partnership exercised its rights under the Warrants to purchase Shares through the cashless exercises of the Series B Warrants and received a total of 301,697 Shares.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

January 16, 2003

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

KATHERINE HAGEDORN LITTLEFIELD

/s/ Katherine Hagedorn Littlefield

JAMES HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

PAUL HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

PETER HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

ROBERT HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

SUSAN HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

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Title: Attorney-in-Fact

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