

SCOTTS MIRACLE-GRO CO
Form DEF 14A
December 16, 2015

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Scotts Miracle-Gro Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

The Scotts Miracle-Gro Company
Proxy Statement for 2016 Annual Meeting of Shareholders

14111 Scottslawn Road
Marysville, Ohio 43041

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on Thursday, January 28, 2016

NOTICE IS HEREBY GIVEN by The Scotts Miracle-Gro Company (the “Company”) that the 2016 Annual Meeting of Shareholders (the “Annual Meeting”) will be held on Thursday, January 28, 2016, at 9:00 A.M. Eastern Time. The Annual Meeting is a virtual meeting of shareholders which means that you are able to participate in the Annual Meeting, vote and submit your questions during the Annual Meeting via live webcast by visiting www.virtualshareholdermeeting.com/SMG2016. Because the Annual Meeting is virtual and being conducted electronically, shareholders may not attend the Annual Meeting in person.

The Annual Meeting is being held for the following purposes:

1. To elect three directors, each to serve for a three-year term expiring at the 2019 Annual Meeting of Shareholders.
2. To conduct an advisory vote on the compensation of the Company’s named executive officers.
3. To ratify the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2016.
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The Proxy Statement accompanying this Notice of Annual Meeting describes each of these items in detail. The Company has not received notice of any other matters that may be properly presented at the Annual Meeting.

Only shareholders of record at the close of business on Thursday, December 3, 2015, the date established by the Company’s Board of Directors as the record date, are entitled to receive notice of, and to vote at, the Annual Meeting.

On or about December 16, 2015, the Company is first mailing to shareholders either: (1) a copy of the accompanying Proxy Statement, a form of proxy and the Company’s 2015 Annual Report or (2) a Notice of Internet Availability of Proxy Materials, which indicates how to access the Company’s proxy materials on the Internet.

Your vote is very important. Please vote as soon as possible.

By Order of the Board of Directors,
JAMES HAGEDORN
President, Chief Executive Officer
and Chairman of the Board
December 16, 2015

Proxy Statement for
 Annual Meeting of Shareholders of
 THE SCOTTS MIRACLE-GRO COMPANY
 To Be Held on Thursday, January 28, 2016
 TABLE OF CONTENTS

	Page
<u>General Information About Voting</u>	1
<u>The Board of Directors</u>	3
<u>Current Composition</u>	3
<u>Diversity</u>	3
<u>Experiences, Skills and Qualifications</u>	3
<u>Leadership Structure</u>	4
<u>Board Role in Risk Oversight</u>	5
<u>Proposal Number 1 — Election of Directors</u>	6
<u>Meetings and Committees of the Board</u>	12
<u>Meetings of the Board and Board Member Attendance at Annual Meeting of Shareholders</u>	12
<u>Committees of the Board</u>	12
<u>Audit Committee</u>	12
<u>Compensation and Organization Committee</u>	13
<u>Nominating and Governance Committee</u>	14
<u>Finance Committee</u>	14
<u>Innovation and Technology Committee</u>	15
<u>Compensation and Organization Committee Interlocks and Insider Participation</u>	15
<u>Corporate Governance</u>	16
<u>Corporate Governance Guidelines</u>	16
<u>Director Independence</u>	16
<u>Nominations of Directors</u>	17
<u>Communications with the Board</u>	17
<u>Code of Business Conduct and Ethics</u>	17
<u>Non-Employee Director Compensation</u>	18
<u>Benchmarking Non-Employee Director Compensation</u>	18
<u>Non-Employee Director Compensation Structure for 2015</u>	18
<u>Equity-Based Compensation</u>	19
<u>Dividend Equivalents</u>	19
<u>Vesting and Settlement</u>	19
<u>Deferral of Cash-Based Retainers</u>	19
<u>Non-Employee Director Stock Ownership Guidelines</u>	19
<u>Non-Employee Director Compensation Table</u>	20
<u>Executive Officers</u>	22
<u>Executive Compensation</u>	23
<u>Compensation Discussion and Analysis</u>	23
<u>Executive Summary</u>	23
<u>Our Compensation Philosophy and Objectives</u>	25
<u>Elements of Executive Compensation</u>	25
<u>Base Salary</u>	26
<u>Annual Cash Incentive Compensation</u>	26
<u>Long-Term Equity-Based Incentive Awards</u>	27
<u>Executive Perquisites and Other Benefits</u>	28
<u>Retirement Plans and Deferred Compensation Benefits</u>	29

	Page
<u>Our Compensation Practices</u>	30
<u>Determining Executive Officer Compensation</u>	30
<u>Role of Outside Consultants</u>	30
<u>Compensation Peer Group</u>	30
<u>Use of Tally Sheets</u>	31
<u>Role of Management in Compensation Decisions</u>	31
<u>Setting Compensation Levels for CEO</u>	31
<u>Setting Compensation Levels for Other NEOs</u>	32
<u>Other Executive Compensation Policies, Practices and Guidelines</u>	35
<u>Practices Regarding Equity-Based Awards</u>	35
<u>Stock Ownership Guidelines</u>	35
<u>Recoupment/Clawback Policies</u>	35
<u>Guidelines with Respect to Tax Deductibility and Accounting Treatment</u>	36
<u>Risk Assessment in Compensation Programs</u>	36
<u>Insider Trading Policy; Anti-Hedging Policy</u>	36
<u>Compensation Committee Report</u>	37
<u>Executive Compensation Tables</u>	38
<u>Summary Compensation Table</u>	38
<u>All Other Compensation Table</u>	40
<u>Grants of Plan-Based Awards Table</u>	41
<u>Outstanding Equity Awards Table</u>	43
<u>Option Exercises and Stock Vested Table</u>	45
<u>Pension Benefits Table</u>	45
<u>Non-Qualified Deferred Compensation Table</u>	46
<u>Severance and Change in Control (CIC) Arrangements</u>	48
<u>Introduction</u>	48
<u>Hagedorn Severance Agreement</u>	48
<u>Executive Severance Plan</u>	49
<u>Sanders Separation Agreement</u>	50
<u>Payments on Termination of Employment and/or Change in Control</u>	51
<u>Termination of Employment and Change in Control — James Hagedorn</u>	53
<u>Termination of Employment and Change in Control — Mr. Coleman, Mr. Lukemire, Ms. Stump and Mr. Smith</u>	54
<u>Employee Confidentiality, Noncompetition, Nonsolicitation Agreements</u>	58
<u>Proposal Number 2 — Advisory Vote on the Compensation of the Company’s Named Executive Officers (“Say-on-Pay”)</u>	59
<u>Proposal Number 3 — Ratification of the Selection of the Independent Registered Public Accounting Firm</u>	61
<u>Audit Committee Matters</u>	62
<u>Report of the Audit Committee for the 2015 Fiscal Year</u>	62
<u>Role of the Audit Committee, Independent Registered Public Accounting Firm and Management</u>	62
<u>Audit Committee Recommendation</u>	62
<u>Fees of the Independent Registered Public Accounting Firm</u>	63
<u>Audit Fees</u>	63
<u>Audit-Related Fees</u>	63
<u>Tax Fees</u>	63
<u>All Other Fees</u>	63

	Page
<u>Pre-Approval of Services Performed by the Independent Registered Public Accounting Firm</u>	<u>63</u>
<u>Policies and Procedures Regarding Approval of Services Provided by the Independent Registered Public Accounting Firm</u>	<u>63</u>
<u>Certain Relationships and Related Transactions</u>	<u>66</u>
<u>Policies and Procedures with Respect to Related Person Transactions</u>	<u>67</u>
<u>Equity Compensation Plan Information</u>	<u>68</u>
<u>Discounted Stock Purchase Plan</u>	<u>69</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>70</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>73</u>
<u>Shareholder Proposals for 2017 Annual Meeting of Shareholders</u>	<u>74</u>
<u>Other Business</u>	<u>74</u>
<u>Annual Report on Form 10-K</u>	<u>74</u>
<u>Electronic Delivery of Future Shareholder Communications</u>	<u>74</u>
<u>Householding of Annual Meeting Materials</u>	<u>75</u>

14111 Scottslawn Road
Marysville, Ohio 43041

PROXY STATEMENT

for

Annual Meeting of Shareholders

To Be Held on Thursday, January 28, 2016

GENERAL INFORMATION ABOUT VOTING

This Proxy Statement and the accompanying form of proxy are being furnished in connection with the solicitation of proxies on behalf of the Board of Directors (the “Board”) of The Scotts Miracle-Gro Company (the “Company”) for use at the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) to be held on Thursday, January 28, 2016, at 9:00 A.M. Eastern Time, and at any adjournment or postponement thereof. This Proxy Statement and the accompanying form of proxy are first being sent on or about December 16, 2015. The Annual Meeting is a virtual meeting of shareholders, which means that the Annual Meeting will be live via the Internet and that you will be able to participate in the Annual Meeting, and vote and submit your questions during the Annual Meeting, by visiting www.virtualshareholdermeeting.com/SMG2016. If you do not have your 12-digit control number that is printed on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials), you will only be able to listen to the Annual Meeting. Because the Annual Meeting is virtual and being conducted electronically, shareholders may not attend the Annual Meeting in person.

Only holders of record of the Company’s common shares (the “Common Shares”) at the close of business on Thursday, December 3, 2015 (the “Record Date”) are entitled to receive notice of and to vote at the Annual Meeting. As of the Record Date, there were 61,525,084 Common Shares outstanding. Holders of Common Shares as of the Record Date are entitled to one vote for each Common Share held. There are no cumulative voting rights.

The Company is furnishing proxy materials over the Internet as permitted under the rules of the Securities and Exchange Commission (the “SEC”). Under these rules, many of the Company’s shareholders will receive a Notice of Internet Availability of Proxy Materials instead of a paper copy of the Notice of Annual Meeting of Shareholders, this Proxy Statement and the Company’s 2015 Annual Report. The Notice of Internet Availability of Proxy Materials contains instructions on how to access the proxy materials over the Internet and how shareholders can receive a paper copy of such materials. Shareholders who do not receive a Notice of Internet Availability of Proxy Materials will receive a paper copy of the proxy materials by mail. The Company believes this process conserves natural resources and reduces the costs of printing and distributing proxy materials. Shareholders who receive a Notice of Internet Availability of Proxy Materials are reminded that the Notice itself is not a proxy card.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders To Be Held on January 28, 2016: The Notice of Annual Meeting of Shareholders, this Proxy Statement and the Company’s 2015 Annual Report are available at www.proxyvote.com. At www.proxyvote.com, shareholders can view the proxy materials, cast their vote and request to receive proxy materials in printed form by mail or electronically by e-mail on a going-forward basis.

If you received a copy of the proxy materials by mail, a form of proxy for use at the Annual Meeting was included. You may ensure your representation at the Annual Meeting by completing, signing, dating and promptly returning the form of proxy. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. Alternatively, you may transmit your voting instructions electronically at www.proxyvote.com or by using the toll-free telephone number stated on the form of proxy or the Notice of Internet Availability of Proxy Materials. The

deadline for transmitting voting instructions electronically or telephonically before the Annual Meeting is 11:59 P.M. Eastern Time on January 27, 2016. You may also vote during the Annual Meeting via the Internet by going to www.virtualshareholdermeeting.com/SMG2016 and following the instructions printed on your proxy card or Notice of Internet Availability of Proxy Materials. The Internet and telephone voting procedures are designed to authenticate shareholders' identities, allow shareholders to give voting instructions and confirm that such voting instructions have been properly recorded.

If you are a registered shareholder, you may revoke your proxy at any time before it is voted at the Annual Meeting by (i) giving written notice of revocation to the Corporate Secretary of the Company, (ii) revoking via the Internet site, (iii) using the toll-free telephone number stated on the form of proxy or the Notice of Internet Availability of Proxy Materials and electing “revocation” as instructed or (iv) participating in the Annual Meeting live via the Internet and voting again. If you are a registered shareholder, you may change your vote at or prior to the Annual Meeting by: (1) executing and returning to the Company a later-dated form of proxy; (2) submitting a later-dated electronic vote through the Internet site; (3) voting by telephone at a later date; or (4) participating in the Annual Meeting live via the Internet and voting again.

If you hold your Common Shares in “street name” with a broker/dealer, financial institution or other nominee or holder of record, you are urged to carefully review the information provided to you by the broker/dealer, financial institution or other nominee or holder of record. This information will describe the procedures you must follow to instruct the holder of record how to vote your Common Shares held in “street name” and how to revoke any previously-given voting instructions. If you do not provide voting instructions to your broker/dealer, financial institution or other nominee or holder of record within the required time frame before the Annual Meeting, your Common Shares will not be voted by the broker/dealer, financial institution or other nominee or holder of record on any matters considered non-routine, including the election of directors and the advisory vote on the compensation of the Company’s named executive officers. Your broker/dealer, financial institution or other nominee or holder of record will have discretion to vote your Common Shares on routine matters, such as the ratification of the selection of the Company’s independent registered public accounting firm.

The Company will bear the costs of soliciting proxies on behalf of the Board and tabulating your votes. The Company has retained Broadridge Financial Solutions, Inc. to assist in distributing the proxy materials. Directors, officers and certain employees of the Company may solicit your votes personally, by telephone, by e-mail or otherwise, in each case without additional compensation. If you provide voting instructions or participate in the Annual Meeting through the Internet, you may incur costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which the Company will not reimburse. The Company will reimburse its transfer agent, Wells Fargo Shareowner Services, as well as broker/dealers, financial institutions and other custodians, nominees and fiduciaries for forwarding proxy materials to shareholders, according to certain regulatory fee schedules.

If you participate in The Scotts Company LLC Retirement Savings Plan (the “Retirement Savings Plan” or “RSP”) and Common Shares have been allocated to