

SCOTTS MIRACLE-GRO CO
Form S-3ASR
December 15, 2015

As filed with the Securities and Exchange Commission on December 15, 2015
Registration No. 333-

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

Form S-3
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 Number)

14111 Scottslawn Road
Marysville, Ohio 43041
(937) 644-0011
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ivan C. Smith, Esq.
Executive Vice President, General Counsel,
Corporate Secretary and Chief Compliance Officer
The Scotts Miracle-Gro Company
14111 Scottslawn Road
Marysville, Ohio 43041
(937) 644-0011
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Adam L. Miller, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, Ohio 43216
(614) 464-6400

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this registration statement
If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: £
If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: R
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: £

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

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)

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Debt Securities				
Common Shares, without par value				
Preferred Shares, without par value				
Depository Shares (2)				
Warrants				
Rights (3)				
Purchase Contracts				
Purchase Units				
Guarantees of Debt Securities (4)				
Total:				

An indeterminate number or amount of each identified class of securities to be offered at indeterminate prices is being registered pursuant to this registration statement. Separate consideration may or may not be received for (1) securities that are issuable on exercise, conversion or exchange of other securities or that are issued in purchase units or represented by depository shares. In reliance on Rule 456(b) and Rule 457(r) under the Securities Act, the registrant is deferring payment of the registration fee.

(2) Each depository share will represent a fractional interest of a preferred share.

(3) Rights evidencing the right to purchase debt securities, common shares, preferred shares or depository shares.

Guarantees of Debt Securities may be issued by those direct and indirect subsidiaries of The Scotts Miracle-Gro

(4) Company listed on the following page under the caption "Table of Additional Registrants." Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is payable in respect of the registration of the guarantees.

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Additional Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
EG Systems, Inc.(1)	Indiana	35-1937875
Gutwein & Co., Inc.(1)	Indiana	35-0864689
Hyponex Corporation(1)	Delaware	31-1254519
Miracle-Gro Lawn Products, Inc.(1)	New York	11-3186421
OMS Investments, Inc.(2)	Delaware	51-0357374
Rod McLellan Company(1)	California	94-1439564
Sanford Scientific, Inc.(1)	New York	16-1279959
Scotts Manufacturing Company(1)	Delaware	42-1508875
Scotts Products Co.(1)	Ohio	31-1269080
Scotts Professional Products Co.(1)	Ohio	31-1269066
Scotts-Sierra Investments LLC(3)	Delaware	51-0371209
Scotts Temecula Operations, LLC(1)	Delaware	33-0978312
SMG Growing Media, Inc.(1)	Ohio	20-3544126
SMGM LLC(1)	Ohio	31-1414921
Swiss Farms Products, Inc.(4)	Delaware	88-0407223
The Scotts Company LLC(1)	Ohio	31-1414921
SLS Franchise Systems LLC(5)	Delaware	46-3261681

(1) The address, including zip code, of the principal executive offices for this additional obligor is c/o The Scotts Miracle-Gro Company, 14111 Scottslawn Road, Marysville, Ohio 43041.

(2) The address, including zip code, of the principal executive offices for this additional obligor is 1105 North Market Street, Wilmington, Delaware 19899.

(3) The address, including zip code, of the principal executive offices for this additional obligor is 10250 Constellation Blvd., Suite 2800, Los Angeles, California 90067.

(4) The address, including zip code, of the principal executive offices for this additional obligor is 3993 Howard Hughes Parkway, Suite 250, Las Vegas, Nevada 89169.

(5) The address, including zip code, of the principal executive offices for this additional obligor is 1209 Orange Street, Wilmington, DE 19801.

PROSPECTUS

The Scotts Miracle-Gro Company

Debt Securities
Common Shares
Preferred Shares
Depositary Shares
Warrants
Rights
Purchase Contracts
Purchase Units
Guarantees of Debt Securities

We may offer from time to time, in one or more offerings, debt securities, common shares, preferred shares, warrants, rights, depositary shares, purchase contracts, purchase units or any combination thereof in amounts, at prices and on other terms to be determined at the time of an offering. The debt securities may be either senior debt securities or subordinated debt securities. This prospectus also covers guarantees, if any, of our payment obligations under the debt securities, which may be given from time to time by one or more of our subsidiaries, on terms to be determined at the time of the offering.

This prospectus describes the general terms of the securities we may offer and the general manner in which we may offer the securities. Each time we offer securities, we will provide a prospectus supplement that will describe the specific terms of the securities offered and the specific manner in which we will offer the securities.

This prospectus may not be used to consummate a sale of any securities unless accompanied by a prospectus supplement. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus, the applicable prospectus supplement and the additional information described under the heading "Where You Can Find More Information" carefully before you make your investment decision.

Our common shares are listed on the New York Stock Exchange, or NYSE, under the symbol "SMG." On December 10, 2015, the last reported sale price of our common shares was \$68.32. Unless we state otherwise in the applicable prospectus supplement, we will not list any of the securities on any securities exchange.

We may sell the securities directly to purchasers or to or through underwriters, dealers or agents. The applicable prospectus supplement will provide the names of any underwriters, dealers or agents, the specific terms of the plan of distribution, any over-allotment option and any applicable underwriting fees, discounts and commissions.

Investing in our securities involves risk. See "Risk Factors" on page 4 of this prospectus, as well as the risk factors disclosed in our periodic reports filed with the Securities and Exchange Commission and in the applicable prospectus supplement or other offering material.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 15, 2015.

TABLE OF CONTENTS

<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>FORWARD-LOOKING STATEMENTS</u>	<u>1</u>
<u>RISK FACTORS</u>	<u>4</u>
<u>THE SCOTTS MIRACLE-GRO COMPANY</u>	<u>4</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>5</u>
<u>USE OF PROCEEDS</u>	<u>5</u>
<u>DESCRIPTION OF DEBT SECURITIES AND GUARANTEES OF DEBT SECURITIES</u>	<u>5</u>
<u>DESCRIPTION OF CAPITAL STOCK</u>	<u>16</u>
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	<u>19</u>
<u>DESCRIPTION OF WARRANTS</u>	<u>22</u>
<u>DESCRIPTION OF RIGHTS</u>	<u>24</u>
<u>DESCRIPTION OF PURCHASE CONTRACTS AND PURCHASE UNITS</u>	<u>25</u>
<u>PLAN OF DISTRIBUTION</u>	<u>26</u>
<u>LEGAL MATTERS</u>	<u>29</u>
<u>EXPERTS</u>	<u>30</u>
<u>INCORPORATION BY REFERENCE</u>	<u>30</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>31</u>

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a “shelf” registration process. Under this shelf registration process, we may offer and sell any combination of the securities described in this prospectus in one or more separate offerings from time to time. This prospectus describes the general terms of the securities we may offer and the general manner in which we may offer the securities. Each time we offer securities under this prospectus, we will provide a prospectus supplement that will describe the specific terms of the securities offered and the specific manner in which we will offer the securities. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement, you should rely on the information in the prospectus supplement. You should carefully read both this prospectus and the applicable prospectus supplement and any free writing prospectus prepared by or on behalf of us, together with the information described under the headings “Where You Can Find More Information” and “Incorporation by Reference,” before deciding whether to invest in any of the securities offered.

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement or free writing prospectus. We have not authorized anyone to provide you with different or additional information. If anyone provides you with different, additional or inconsistent information, you should not rely on it. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus or any prospectus supplement or free writing prospectus is accurate as of any date other than the date on the cover of the applicable document or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, references to “Scotts,” the “Company,” “we,” “our” and “us” and similar terms mean The Scotts Miracle-Gro Company and its subsidiaries.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to our financial condition, liquidity, results of operations, cash flows, plans, objectives, strategies, targets, prospects and business. Forward-looking statements reflect our current expectations, estimates or projections concerning future results or events. These statements are generally identified by the use of forward-looking words or phrases such as “believe,” “strategy,” “expect,” “anticipate,” “may,” “could,” “intend,” “intent,” “belief,” “estimate,” “plan,” “foresee,” “likely,” “will,” “should” or other similar phrases. Forward-looking statements are not guarantees of future performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results and future events to differ materially from those expressed in or implied by the forward-looking statements. We cannot assure you that we will achieve any of our expectations, estimates or projections and you should not place undue reliance on forward-looking statements.

The forward-looking statements included or incorporated by reference in this prospectus are only made as of the date of this prospectus or the respective document incorporated by reference herein, as applicable. Except as required by law, we undertake no obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in our subsequent filings and reports with the SEC should be consulted. See “Where You Can

Find More Information.”

Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation:

1

Compliance with environmental and other public health regulations or changes in such regulations or regulatory enforcement priorities could increase the Company's costs of doing business or limit the Company's ability to market all of its products;

Damage to the Company's reputation could have an adverse effect on the Company's business;

The Company's marketing activities may not be successful;

The Company's success depends upon the retention and availability of key personnel and the effective succession of senior management;

Disruptions in availability or increases in the prices of raw materials or fuel could adversely affect the Company's results of operations;

- The Company's hedging arrangements could expose it to certain counterparty risks;

Economic conditions could adversely affect the Company's business;

The highly competitive nature of the Company's markets could adversely affect its ability to maintain or grow revenues;

The Company may not successfully develop new product lines and products or improve existing product lines and products or maintain its effectiveness in reaching consumers through rapidly evolving communication vehicles;

The Company's ongoing investment in new product lines and products and technologies is inherently risky, and could disrupt its ongoing business;

Because of the concentration of the Company's sales to a small number of retail customers, the loss of one or more of, or significant reduction in orders from, its top customers could adversely affect the Company's financial results;

The Company's reliance on third-party manufacturers could harm the Company's business;

The Company's reliance on a limited base of suppliers may result in disruptions to the Company's business and may adversely affect the Company's financial results;

A significant interruption in the operation of the Company's or its suppliers' facilities could impact the Company's capacity to produce products and service its customers, which could adversely affect revenues and earnings;

Adverse weather conditions could adversely impact financial results;

The Company's indebtedness could limit its flexibility and adversely affect its financial condition;

Changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect the Company's cost of financing;

The Company's post-retirement-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest rates and actuarial assumptions;

The Company's international operations make it susceptible to the costs and risks associated with operating internationally;

2

Unanticipated changes in tax provisions, the adoption of new tax legislation or exposure to additional tax liabilities could affect the Company's profitability and cash flows;

The Company's operations may be impaired if its information technology systems fail to perform adequately or if the Company is the subject of a data breach or cyber attack;

The Company may not be able to adequately protect its intellectual property and other proprietary rights that are material to the Company's business;

In the event of the termination of the Amended and Restated Exclusive Agency and Marketing Agreement (the "Marketing Agreement") between the Company and Monsanto for consumer Roundup® products, the Company would lose a substantial source of future earnings and overhead expense absorption;

Hagedorn Partnership, L.P. beneficially owns approximately 26% of the Company's common shares and can significantly influence decisions that require the approval of shareholders;

While the Company has, over the past few years, increased the rate of cash dividends on, and engaged in the repurchase of, its common shares, any future decisions to reduce or discontinue paying cash dividends to shareholders or repurchasing the Company's common shares could cause the market price for the Company's common shares to decline;

Acquisitions, other strategic alliances and investments could result in operating difficulties, dilution, and other harmful consequences that may adversely impact the Company's business and results of operations;

A failure to dispose of assets or businesses in a timely manner may cause the results of the Company to suffer;

The Company is involved in a number of legal proceedings and, while it cannot predict the outcomes of such proceedings and other contingencies with certainty, some of these outcomes could adversely affect the Company's business, financial condition and results of operations; and

Any other risk factors set forth below under the heading "Risk Factors" or in our reports filed with the SEC under the Exchange Act.

The factors identified in this section are not intended to represent a complete list of all the factors that could adversely affect our financial condition, liquidity, results of operations, cash flows, plans, objectives, strategies, targets, prospects and business. Other factors not presently known to us or that we currently deem immaterial to us may also have an adverse effect on our financial condition, liquidity, results of operations, cash flows, plans, objectives, strategies, targets, prospects and business, and the factors we have identified could affect us to a greater extent than we currently anticipate. Many of the important factors that will determine our future financial performance and financial condition are beyond our ability to control or predict. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995, and all of our forward-looking statements are expressly qualified in their entirety by the cautionary statements contained or referenced in this section.

RISK FACTORS

Our business is subject to uncertainties and risks. Before you decide to invest in our securities, you should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent Annual Report on Form 10-K, as updated by our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings we make with the SEC, and the risk factors contained under the “Risk Factors” heading in any applicable prospectus supplement. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

THE SCOTTS MIRACLE-GRO COMPANY

We are a leading manufacturer and marketer of branded consumer products for lawn and garden care in North America and Europe. We have a presence in similar branded consumer products in Australia, the Far East and Latin America. Our products are marketed under some of the most recognized brand names in the industry. We are Monsanto’s exclusive agent for the marketing and distribution of consumer Roundup® non-selective herbicide products within the United States and other contractually specified countries. Our strategy is focused on (i) growing our core branded business, primarily in the United States, (ii) expanding our reach into new categories and geographies, and (iii) reinventing the lawn and garden experience through improved marketing outreach and consumer engagement as well as with new products and services. We believe that leverage from cost of goods as well as selling, general and administrative expenses will allow operating profits to grow at a higher rate. Our common shares are traded on the New York Stock Exchange under the symbol “SMG.”

The Scotts Miracle-Gro Company traces its heritage back to a company founded by O.M. Scott in Marysville, Ohio in 1868. In the mid-1900s, we became widely known for the development of quality lawn fertilizers and grass seeds that led to the creation of a new industry – consumer lawn care. In the 1990s, we significantly expanded our product offering with three powerful leading brands in the U.S. home lawn and garden industry. First, in fiscal 1995, through a merger with Stern’s Miracle-Gro Products, Inc., we acquired the Miracle-Gro® brand, the industry leader in water-soluble garden plant foods. Second and third, in 1998, we acquired the Ortho® brand in the United States and obtained exclusive rights to market the consumer Roundup® brand within the United States and other contractually specified countries, thereby adding industry-leading weed, pest and disease control products to our portfolio. Today, we believe Scotts®, Turf Builder®, Miracle-Gro®, Ortho® and Roundup® are the most widely recognized brands in the consumer lawn and garden industry in the United States.

For additional information concerning our business and our financial results and condition, please refer to the documents incorporated by reference in this prospectus. See “Incorporation by Reference.”

Our principal executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041, and our telephone number is (937) 644-0011. We maintain a website at www.scotts.com where general information about us is available. The information on our website is not a part of this prospectus or any applicable prospectus supplement.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	For the Fiscal Year Ended September 30,				
	2015	2014	2013	2012	2011
Ratio of earnings to fixed charges ⁽¹⁾	4.2	4.7	4.1	3.1	