

SCOTTS MANUFACTURING CO
Form S-4/A
February 10, 2012
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As filed with the Securities and Exchange Commission on February 10, 2012

Registration No. 333-178473

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

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Scotts Miracle-Gro Company

(Exact name of Registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS BELOW

Ohio (State or other jurisdiction of incorporation or organization)	2875 (Primary Standard Industrial Classification Code Number)	31-1414921 (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)		

Vincent C. Brockman, Esq.

Executive Vice President, General Counsel and Corporate Secretary

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)

With a copy to:

J. Steven Patterson

Hunton & Williams LLP

2200 Pennsylvania Avenue, N.W.

Washington, DC 20037

(202) 995-1500

Approximate date of commencement of proposed exchange offer: As soon as practicable after this Registration Statement is declared effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 post-effective amendment filed pursuant to Rule 462(d) 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. "

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 (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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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
SMG Brands, Inc. (2)	Delaware	20-2964892
Hyponex Corporation(1)	Delaware	31-1254519
Miracle-Gro Lawn Products, Inc.(1)	New York	11-3186421
OMS Investments, Inc.(3)	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, Inc.(2)	Delaware	51-0371209
Scotts Temecula Operations, LLC(1)	Delaware	33-0978312
SMG Growing Media, Inc.(1)	Ohio	20-3544126
Swiss Farms Products, Inc.(4)	Delaware	88-0407223
The Scotts Company LLC(1)	Ohio	31-1414921

- (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 Place, 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.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED FEBRUARY 10, 2012

PRELIMINARY PROSPECTUS

\$200,000,000

The Scotts Miracle-Gro Company

Offer to Exchange all outstanding \$200,000,000 6.625% Senior Notes due 2020 (the "outstanding notes") for an equal amount of 6.625% Senior Notes due 2020, which have been registered under the Securities Act of 1933, as amended (the "exchange notes").

The Exchange Offer

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for \$200,000,000 principal amount of exchange notes that are freely tradable.

You may withdraw tenders of outstanding notes at any time prior to the expiration date of the exchange offer.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2012, unless extended. We do not currently intend to extend the expiration date.

The exchange of outstanding notes for exchange notes in the exchange offer will not constitute a taxable event for United States federal income tax purposes.

We will not receive any proceeds from the exchange offer.

Broker-dealers who receive exchange notes pursuant to the exchange offer acknowledge that they will deliver a prospectus in connection with any resale of such exchange notes.

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Broker-dealers who acquired the original notes as a result of market-making or other trading activities may use the prospectus for the exchange offer, as supplemented or amended, in connection with resales of the exchange notes.

The Exchange Notes

The exchange notes are being offered in order to satisfy certain of our obligations under the registration rights agreement entered into in connection with the placement of the outstanding notes.

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the exchange notes will be freely tradable.

Each of our domestic subsidiaries that guarantee our 7.25% Senior Notes due 2018 (the 2018 notes) and our credit facility have guaranteed the outstanding notes and such subsidiaries will guarantee the exchange notes.

Resales of Exchange Notes

The exchange notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the exchange notes on a national market.

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act of 1933, as amended, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act of 1933, as amended, and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act of 1933, as amended.

You should consider carefully the Risk Factors beginning on page 16 of this prospectus before participating in the exchange offer.

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

The date of this prospectus is _____, 2012.

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In making your investment decision, you should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with other information. If you receive any other information, you should not rely on it. We are not making an offer of these notes in any state where the offer is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only. Our business, financial condition, results of operations and prospects may have changed since that date. The delivery of this prospectus shall under no circumstances imply that the information herein is correct as of any date subsequent to the date on the cover of this prospectus.

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PRESENTATION OF INFORMATION

In this prospectus, unless the context otherwise requires or as otherwise indicated, references to Scotts, the Company, we, our and us and similar terms mean The Scotts Miracle-Gro Company, a company incorporated in Ohio, and its consolidated subsidiaries.

The *AccuGreen*[®], *ASEF*[®], *Bug-B-Gon Max*[®], *Carre Vert*[®], *Celaflor*[®], *Country Pride*[®], *Earthgro*[®], *EZ Seed*[®], *Fertiligène*[®], *GrubEx*[®], *Home Defense Max*[®], *Handy Green*[®], *Hyponex*[®], *KB*[®], *Lawn Pro*[®], *Levington*[®], *LiquaFeed*[®], *Miracle-Gro*[®], *Miracle-Gro Patch Magic*[®], *Morning Melodies*[®], *Morning Song*[®], *Naturen*[®], *Nature Scapes*[®], *Nexa Lotte*[®], *Organic Choice*[®], *Ortho*[®], *Pathclear*[®], *PatchMaster*[®], *Scotts*[®], *Scotts EcoSense*[®], *Shake N Feed*[®], *Scotts LawnService*[®], *Scotts Songbird Selections*[®], *EverGreen*[®], *Substral*[®], *SuperSoil*[®], *Turf Builder*[®], *Turf Builder EdgeGuard*[®], *Water Smart*[®], *Weed-B-Gon*[®], *Weedol*[®] and *Whitney Farms*[®] trademarks and related logos referenced in this prospectus are registered trademarks or trademarks of The Scotts Miracle-Gro Company or its subsidiaries in the United States and/or certain other countries. *Roundup* is a registered trademark of Monsanto Technology LLC, an affiliate of Monsanto Company. *Osmocote* is a registered trademark of Everris International B.V., a subsidiary of Israel Chemicals Ltd.

INDUSTRY DATA

In this prospectus, we rely on and refer to information regarding industry data obtained from internal surveys, market research, publicly available information and industry publications. Although we believe the information is reliable, we cannot guarantee the accuracy or completeness of the information and have not independently verified it.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. These SEC filings are available to the public at the SEC's Internet website at <http://www.sec.gov>. You may also read and copy any of these SEC filings at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available on our website at <http://www.scotts.com>. The information on our website is not a part of this prospectus.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference the information that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is considered part of this offering memorandum, except that if information in this offering memorandum updates information in a document incorporated by reference that has already been filed with the SEC, the information in this offering memorandum will supersede such information in such document incorporated by reference. Information that we file later with the SEC will automatically update and supersede information included or previously incorporated by reference into this offering memorandum from the date we file the document containing such information.

Except to the extent furnished and not filed with the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC rules (unless otherwise noted below), we incorporate by reference the following documents that we have filed with the SEC and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), from the date of this offering memorandum until the completion of the offering of the notes or this offering is terminated:

Annual Report on Form 10-K for the fiscal year ended September 30, 2011 (the 2011 10-K);

Information specifically incorporated by reference into our 2011 10-K from our proxy statement on Schedule 14A filed on December 9, 2011;

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Current Report on Form 8-K filed January 24, 2012; and

Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2011.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this offering memorandum (other than exhibits, unless they are specifically incorporated by reference in the documents). Requests should be directed to: The Scotts Miracle-Gro Company, 14111 Scottslawn Road, Marysville, Ohio 43041, Attention: Treasurer, telephone number (937) 644-0011.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, 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 words or phrases. Forward-looking statements are not guarantees of 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 any of our expectations, estimates or projections will be achieved 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.

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

the ongoing governmental investigations regarding our compliance with the Federal Insecticide, Fungicide, and Rodenticide Act of 1947, as amended (FIFRA);

compliance with environmental and other public health regulations;

damage to our reputation;

the success of our marketing activities;

disruptions in availability or increases in the prices of raw materials;

risks related to our hedging arrangements;

risks related to economic conditions;

the highly competitive nature of our markets;

inability to develop new products or improve existing products;

the concentration of our sales to a small number of retail customers;

reliance on third-party manufacturers and a limited base of suppliers;

significant interruption in the operation of our or our suppliers' facilities;

adverse weather conditions;

the amount of our debt;

our post-retirement related costs and funding requirements;

our international operations;

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failure of our key information technology systems;

our inability to adequately protect our intellectual property and other proprietary rights;

termination of the Marketing Agreement with Monsanto Company for consumer Roundup products (the Marketing Agreement);

Hagedorn Partnership, L.P. beneficially owns approximately 30% of our outstanding common shares on a fully diluted basis;

pursuit of acquisitions, dispositions, investments, dividends, share repurchases or other corporate transactions; 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 list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the matters addressed in this prospectus and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

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SUMMARY

This summary contains a general overview of the information contained or incorporated by reference in this prospectus. This summary may not contain all of the information that is important to you, and it is qualified in its entirety by the more detailed information and historical consolidated financial statements, including the notes to those financial statements, that are part of our Annual Report on Form 10-K for the year ended September 30, 2011 (our 2011 10-K) and our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 (our 2012 Q1 10-Q), which are incorporated by reference in this prospectus. You should carefully consider the information contained in or incorporated by reference in this prospectus, including the information set forth under the captions Risk Factors and Forward-Looking Statements in this prospectus, Item 1A. Risk Factors in our 2011 10-K and Part II. Item 1A. Risk Factors in our 2012 Q1 10-Q.

Our Company

We are a leading manufacturer and marketer of branded consumer lawn and garden products. We own or market the leading brands in nearly every category of the non-durable consumer lawn and garden industry in the United States and have a significant presence in Europe and Canada, where we own several important brands. We also have the second largest market share position in the fragmented U.S. lawn care service industry and are expanding our presence in this segment through our Scotts LawnService business. We believe that our market leadership position is driven by our leading brands, innovative products, consumer-focused marketing, superior product performance, supply chain competence, highly knowledgeable field sales and merchandising organization and extensive relationships with major U.S. retailers. During fiscal 2011, we generated net sales of \$2,835.7 million and Adjusted EBITDA of \$393 million. We provide a reconciliation of Adjusted EBITDA to net income in Summary Consolidated Historical Financial Data. Our common shares are traded on the New York Stock Exchange under the symbol SMG and as of February 9, 2012, we had an equity market capitalization of approximately \$3.1 billion.

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, in fiscal 1999, 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 specified countries, thereby adding industry-leading weed, pest and disease control products to our portfolio. Today, we believe the Scotts, Turf Builder, Miracle-Gro, Ortho and Roundup brands make us the most widely recognized company in the consumer lawn and garden industry in the United States.

Our company is organized around two reportable segments:

Global Consumer (89.3% of net sales for fiscal 2011). In our Global Consumer segment, we manufacture and market products that provide easy, reliable and effective solutions to homeowners who seek healthy, weed-free and pest-free lawns, gardens and indoor plants. Products are marketed to mass merchandisers, home centers, large hardware chains, warehouse clubs, distributors, garden centers and grocers. The Global Consumer segment sells products in the United States, Canada, Europe and Australia in the following categories:

Lawn Care: The lawn care category is designed to help consumers obtain and enjoy the lawn they want. In the United States, products within this category include fertilizer products under the Scotts and Turf Builder brand names, grass seed products under the Scotts, Turf Builder, EZ Seed, Water Smart and PatchMaster brand names and lawn-related weed, pest and disease control products primarily under the Ortho, Scotts and Lawn Pro brand names, including sub-brands such as Weed B Gon and GrubEx. A similar range of products is marketed in Europe under a variety of brands such as

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EverGreen, Fertiligène, Substral, Miracle-Gro Patch Magic, Weedol, Pathclear, KB and Celaflor. The lawn care category also includes spreaders and other durables under the Scotts brand name, including Turf Builder EdgeGuard spreaders, Snap spreaders, AccuGreen drop spreaders and Handy Green II handheld spreaders.

Gardening and Landscape: The gardening and landscape category is designed to help consumers grow and enjoy flower and vegetable gardens and beautify landscaped areas. In the United States, products within this category include a complete line of water soluble plant foods under the Miracle-Gro brand and sub-brands such as LiquaFeed, continuous-release plant foods under the Osmocote and Shake N Feed brand names, potting mixes and garden soils under the Miracle-Gro, Scotts, Hyponex, Earthgro and SuperSoil brand names, mulch and decorative groundcover products under the Scotts brand, including the Nature Scapes sub-brand, landscape weed prevention products under the Ortho brand, plant-related pest and disease control products under the Ortho brand, wild bird food and bird feeder products under the Scotts Songbird Selections, Morning Song and Country Pride brand names, and organic garden products under the Miracle-Gro Organic Choice, Scotts and Whitney Farms brand names. Internationally, similar products are marketed under the Miracle-Gro, Fertiligène, Substral, KB, Celaflor, ASEF, Scotts, Morning Melodies, Scotts EcoSense, Fertiligène Naturen, Substral Naturen, KB Naturen, Carre Vert and Miracle-Gro Organic Choice brand names.

Home Protection: The home protection category is designed to help consumers protect their homes from pests and maintain external home areas. In the United States, insect control and rodenticide products are marketed under the Ortho brand name, including insect control products under the Ortho Max and Bug B Gon Max sub-brands and rodenticide products under the Home Defense Max sub-brand, weed control products for hard surfaces (such as patios, sidewalks and driveways) are marketed under the Ortho brand name, while non-selective weed control products are marketed under the Roundup brand name. Internationally, products within this category are marketed under the Nexa Lotte, Fertiligène, KB, Home Defence, Weedol, Pathclear and Roundup brands.

Since 1999, we have served as Monsanto's exclusive agent for the marketing and distribution of consumer Roundup products in the consumer lawn and garden market within the United States and other specified countries, including Australia, Austria, Belgium, Canada, France, Germany, the Netherlands and the United Kingdom. Under the terms of the Amended and Restated Exclusive Agency and Marketing Agreement between the Company and Monsanto, we are jointly responsible with Monsanto for developing global consumer and trade marketing programs for consumer Roundup. We have responsibility for manufacturing conversion, distribution and logistics, and selling and marketing support for consumer Roundup. Monsanto continues to own the consumer Roundup business and provides significant oversight of the brand. In addition, Monsanto continues to own and operate the agricultural Roundup business.

Scotts LawnService (8.3% of net sales for fiscal 2011). The Scotts LawnService segment provides residential and commercial lawn care, tree and shrub care and limited pest control services in the United States through periodic applications of fertilizer and control products. As of December 31, 2011, Scotts LawnService had 83 Company-operated locations as well as 90 locations operated by independent franchisees.

Discontinued Operations. During our second quarter of fiscal 2011 we completed the sale of a significant majority of the assets of our Global Professional business (excluding the non-European professional seed business, Global Pro) to Israel Chemicals Ltd. (ICL). As a result of the then-pending sale, effective in our first quarter of fiscal 2011 we classified Global Pro as discontinued operations.

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Competitive Strengths

We believe the following competitive strengths differentiate us from our competitors and contribute to our continued success:

Strong Portfolio of Brands. We consider our industry-leading brands to be our most important competitive advantage. We believe the Scotts, Turf Builder, Miracle-Gro, Ortho and Roundup brands make us the most widely recognized company in the consumer lawn and garden industry in the United States. The strength of the Scotts brand has been a critical aspect of the success of Scotts LawnService. We also own many of the leading brands in the Canadian and European marketplaces, including *Celaflor, Evergreen, Fertiligène, Home Defence, KB, Levington, Miracle-Gro, Nexa Lote, Organice Choice, Scotts EcoSense, Scotts Morning Melodies, Substral* and *Weedol*.

We have helped to build awareness of our brands through consistently investing in advertising and marketing. We are the major media advertiser in the U.S. consumer lawn and garden industry. During fiscal 2011, we spent \$141 million advertising our portfolio of brands globally utilizing various media outlets. Due to regional differences in the start and duration of the lawn and garden season, we believe tailoring the timing and delivery of our marketing efforts should help us capture increased market share across all regions. In addition, we continue to utilize weather-triggered media vehicles, such as radio, television and digital, to maintain flexibility and improve effectiveness of our advertising expenditures.

Market Leadership in a Stable and Growing Industry. We believe we have the leading market share in nearly every major U.S. category in which we compete. We have been able to achieve this market leading position through a combination of internal growth driven by product line extensions and innovative new product launches, award-winning marketing campaigns and acquisitions.

Because of the strength of our brands and our market share, we believe we are well positioned to benefit from the favorable trends in the consumer lawn and garden industry. The lawn and garden categories we participate in constitute a market in the United States of approximately \$6 billion. Analysts expect the industry to grow at a low-single digit growth rate. The drivers of this growth include: (i) the aging of the U.S. population, as gardening is a top leisure activity; (ii) the above-average population growth in the southern regions of the United States with longer lawn and garden seasons; (iii) the current focus on health and wellness and the increased interest in vegetable gardening; and (iv) homeowners seeking to protect the value of their homes through attractive landscaping.

Focus on Product Innovation. We view our commitment to innovation as a competitive advantage and continually invest in research and development to improve our products and develop new products. Over the past three years, we have invested \$148 million in research and development which has contributed to our worldwide portfolio of patents and exclusive licenses to proprietary technologies. Scotts EZ Seed, first introduced in the United States in 2009 and subsequently launched throughout Canada and Europe as Patch Magic, is an example of our ongoing innovation. This lawn repair product combines Scotts grass seed with granular fertilizer in a proprietary growing material having superior water absorbency qualities. By retaining moisture, the growing material allows for better seed germination and supports less frequent watering, resulting in a higher level of consumer success. Similarly, our proprietary Water Smart grass seed allows consumers to successfully grow turf with less frequent watering.

Strong Relationships with Key Retailers. We believe our retail partners continue to view the lawn and garden category, as well as Scotts, as an important component of their success. We believe that our leading brands and significant investment in advertising make our products traffic builders at retail locations and, together with our position as the leading nationwide supplier of a full line of consumer lawn and garden products, give us an advantage in selling to retailers, who value the efficiency of dealing with a limited number of

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suppliers. We are the largest vendor to the lawn and garden departments at Home Depot, Lowe's and Walmart, and we have sales teams dedicated to each of these retailers year-round to work with their associates to help maximize store shelf productivity, drive consumer traffic, improve merchandising and support new products. Our strategic plan continues to focus on further assisting our retail partners in order to improve their sales and the productivity of their lawn and garden departments. We believe this strategy makes us a critical component to their success and helps to ensure our continued growth.

We view our U.S. sales force as a major competitive advantage that helps us strengthen our relationship with our retail partners. By increasing the size of our sales force over several years, we have taken a more proactive role in helping our retail partners merchandise their lawn and garden departments and maximize the productivity of this space. In addition to working closely with retailers, our nearly 2,800 person full-time and seasonal U.S. in-store sales force also provides us with an opportunity to interact face-to-face with and educate consumers at-the-shelf. By helping consumers answer their lawn and garden questions, we believe we can drive higher sales of our products.

A World Class Supply Chain. We believe our supply chain is another major competitive advantage. Our manufacturing and distribution network is strategically located around North America and Europe to efficiently supply our key retail partners. We consider our order fill rate which measures the accuracy of shipments to be an important measure of customer service. In fiscal 2011, we achieved a global order fill rate of 98.8%. Fiscal 2011 marked year three of a multi-year plan to regionalize our supply chain through various distribution and manufacturing initiatives. We have also made substantial investments to lower the cost structure of our supply chain operations in Europe while simultaneously improving customer service levels.

Stable Financial Performance and Strong Cash Flow Generation. Despite difficult economic conditions, we have grown our net sales from \$2,552 million in fiscal 2008 to \$2,835.7 million in fiscal 2011, representing a compound annual growth rate of approximately 3.5%. During the same time period, Adjusted EBITDA has grown from \$318.4 million to \$393 million, a compound annual growth rate of approximately 7%. We believe that our operating model, which includes low capital expenditure requirements and efficient working capital management, generates strong cash flow. During the last three fiscal years, we had average operating cash flows of \$227.5 million, which represents 8.1% of average net sales. As a result, we have reduced our total debt (net of cash and cash equivalents) position from \$915.8 million at September 30, 2008 to \$664.1 million at September 30, 2011.

Experienced and Incentivized Management Team. Our senior management team has significant experience in the lawn and garden industry with an average of 12 years in the industry. James Hagedorn has been with our Company for 24 years and has served as the Chief Executive Officer since May 2001. Our management team has demonstrated its ability to grow the business through effective brand building and financial discipline. Additionally, we believe our management team is committed and incentivized. As of December 31, 2011, our board of directors and executive officers collectively owned, individually or in partnership with members of their families, approximately 31% of our common shares.

Our Strategy

We are dedicated to delivering strong, long-term financial results and outstanding shareholder returns by providing products of superior quality and value to enhance consumers' outdoor lawn and garden environments. We are focused on several key initiatives designed to further strengthen our consumer-facing businesses, bring us closer to the consumer and support our long-term growth objectives.

Continue to Drive Growth and Profitability from the Core Global Consumer Business. We seek to raise household penetration of our products, as well as the frequency with which existing consumers use our products, and enhance the profitability of our business. We believe this can be accomplished by (i) increasing our

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familiarity with our consumers and customers at a localized level, (ii) building our portfolio of simple, significant and sustainable products through innovation and (iii) leveraging our strong retailer relationships. Our initiatives around this strategy are as follows:

Streamlining our portfolio of businesses to focus on core branded consumer lawn and garden products. We continued to focus our business on our core branded consumer lawn and garden products by completing the sale of our Global Professional business during our second quarter of fiscal 2011. The sale of the Global Professional business followed the wind-down of our Smith & Hawken business during our first quarter of the fiscal year ended September 30, 2010. In addition, we are in the process of winding down the remaining portion of our professional seed business, leaving a portfolio exclusively comprised of consumer-facing businesses.

Continuing to regionalize both our sales and marketing models in order to get closer to the consumer and accelerate category growth and our manufacturing and distribution networks to further reduce costs. During fiscal 2011, we continued to invest in the regional sales, marketing, manufacturing and distribution initiatives that were launched during the fiscal year ended September 30, 2009:

Within the U.S., we operate regional sales and marketing offices in the North, the Southeast, the Southwest and the West. The regional offices are focused on better understanding and meeting the needs of consumers at the local level, thereby increasing both the overall participation rate in lawn and garden activities and our market share. Our headquarters in Marysville, Ohio continues to support the regional offices with programs and services designed to attract more consumers, enhance support to retailers, and drive innovation in our products, services, programs and operations in order to keep consumers engaged in lawn and garden activities and accelerate category growth.

Fiscal 2011 marked year three of a multi-year supply chain initiative to co-join distribution networks for our lawn fertilizer and growing media products at a number of our growing media facilities, which are then shipped directly to our retail customers. To date this initiative has helped eliminate the need for approximately 25% of our third-party warehouse space.

We continued to regionalize our manufacturing capabilities through the acquisition of an additional growing media business in Florida, which we anticipate will help further drive cost savings through a combination of reduced freight and inventory investments. We also completed our first full year of operations at our second U.S. liquids manufacturing facility, enabling us to better serve southern U.S. markets.

Focusing on innovation. We continue to focus on driving innovation, which we believe is necessary to achieve higher sales and profits. Throughout our history, innovation has been the foundation of our consumer business. We continually invest in research and development, in the laboratory and at the consumer level, to improve our products, manufacturing processes, packaging and delivery systems. Our long-standing commitment to innovation is evidenced by our worldwide portfolio of patents. In addition to the benefits of our own research and development, we actively seek ways to leverage the processes and systems as well as research and development activities of selected partners.

Restructuring our business to improve operational efficiencies and reposition our cost structure. This initiative is focused on ensuring that our internal organizational model and cost structure are designed to best help us achieve long-term growth:

During the second half of fiscal 2011, we undertook a restructuring effort designed to improve operational efficiencies and the speed with which key decisions are made. This effort centered on eliminating unnecessary management layers and ensuring that key decision makers have spans of control appropriate for their roles. We anticipate that the resulting reduction in force will ultimately produce \$20-\$25 million in annualized savings.

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Another piece of this initiative involves reducing the amount we spend on indirect purchasing and other non-revenue generating administrative matters. This multi-year effort involves better leveraging our scale to competitively bid out the products and services we buy and ultimately reduce the number of vendors we use across a variety of spending areas. We expect that, over time, this effort will generate cost savings similar to those realized from the organizational restructuring.

The final step in repositioning our cost structure involves re-investing the savings generated by the organizational restructuring and indirect purchasing efforts back into our business. Through this initiative, we intend to increase the amount we spend in those areas we believe will help drive the long-term growth of our consumer business, such as advertising and innovation.

Expand Scotts LawnService. The number of homeowners who want to maintain their lawns and gardens but do not want to do the work themselves represents a significant portion of the total lawn and garden market. We believe that our portfolio of well-known brands provides us with a unique ability to extend our business into lawn and garden services and that the strength of our brands provides us with a competitive advantage in acquiring new customers. We have spent the past several years developing our Scotts LawnService business model and the business has grown significantly, from revenues of \$41.2 million in fiscal 2001 to revenues of \$235.6 million in fiscal 2011. This growth has come from geographic expansion, acquisitions and organic growth fueled by our direct marketing programs. We acquired two small lawn care businesses during fiscal 2011 and we will continue to evaluate selective acquisitions as opportunities arise. We will also continue to invest in the Scotts LawnService business infrastructure in order to continually improve customer service throughout the organization and leverage economies of scale as we continue to grow.

Corporate Information

Scotts is an Ohio corporation. Our executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041, and our telephone number is (937) 644-0011. Our website address is www.scotts.com. Our website is not part of this prospectus.

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The Exchange Offer

Background

On December 16, 2010, we issued \$200 million aggregate principal amount of the outstanding notes in an unregistered offering. In connection with that offering, we and the guarantors entered into a registration rights agreement on December 16, 2010 (the "Registration Rights Agreement") in which we agreed, among other things, to complete this exchange offer. Under the terms of the exchange offer, you are entitled to exchange the outstanding notes for the exchange notes evidencing the same indebtedness and with substantially similar terms. You should read the discussion under the heading "Description of the Exchange Notes" for further information regarding the exchange notes.

The Exchange Offer

We are offering to exchange, for each \$1,000 aggregate principal amount of our outstanding notes validly tendered and accepted, \$1,000 aggregate principal amount of our exchange notes in authorized denominations.

We will not pay any accrued and unpaid interest on the outstanding notes that we acquire in the exchange offer. Instead, interest on the exchange notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the outstanding note surrendered in exchange for the exchange note or (ii) if the outstanding note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including December 16, 2010, the original issue date of the outstanding notes.

As of the date of this prospectus, \$200 million aggregate principal amount of the outstanding notes are outstanding.

Denominations of Exchange Notes

Tendering holders of the outstanding notes must tender the outstanding notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The exchange notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on , 2012, unless we extend or terminate the exchange offer in which case the "Expiration Date" will mean the latest date and time to which we extend the exchange offer.

Settlement Date

The settlement date of the exchange offer will be as soon as practicable after the Expiration Date of the exchange offer.

Withdrawal of Tenders

Tenders of the outstanding notes may be withdrawn at any time prior to the Expiration Date.

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Conditions to the Exchange Offer

Our obligation to consummate the exchange offer is subject to certain customary conditions, which we may assert or waive. See [The Exchange Offer](#) [Conditions to the Exchange Offer](#).

Procedures for Tendering

To participate in the exchange offer, you must follow the automatic tender offer program ([ATOP](#)) procedures established by The Depository Trust Company ([DTC](#)) for tendering the outstanding notes held in book-entry form. The [ATOP](#) procedures require that the exchange agent receive, prior to the Expiration Date of the exchange offer, a computer-generated message known as an [agent's message](#) that is transmitted through [ATOP](#) and that [DTC](#) confirm that:

[DTC](#) has received instructions to exchange your outstanding notes; and

you agree to be bound by the terms of the letter of transmittal.

For more details, please read [The Exchange Offer](#) [Terms of the Exchange Offer](#) and [The Exchange Offer](#) [Procedures for Tendering](#). If you elect to have the outstanding notes exchanged pursuant to this exchange offer, you must properly tender your outstanding notes prior to the Expiration Date. All outstanding notes validly tendered and not properly withdrawn will be accepted for exchange. The outstanding notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Consequences of Failure to Exchange

If we complete the exchange offer and you do not participate in it, then:

your outstanding notes will continue to be subject to t