

GRIFFON CORP  
Form 8-K  
July 14, 2016

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 14, 2016

GRIFFON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware                                      1-06620                      11-1893410  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)                      File Number) Identification Number)

712 Fifth Avenue, 18<sup>th</sup> Floor  
New York, New York                                      10019  
(Address of Principal Executive Offices) (Zip Code)

(212) 957-5000  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On July 14, 2016, Griffon Corporation (the “Company”) issued a press release announcing that the Company will settle, upon conversion, up to \$125 million of the conversion value of its 4% convertible subordinated notes due 2017 (the “2017 Notes”), in cash, with any incremental amount of the conversion value of the 2017 Notes to be settled in shares of the Company’s common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release, dated July 14, 2016.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRIFFON  
CORPORATION

Date:

July 14, 2016 By: /s/ Seth L. Kaplan

2016

Seth L. Kaplan  
Senior Vice President

EXHIBIT INDEX

Exhibit Number Exhibit Title

99.1 Press Release, dated July 14, 2016.