

GRIFFON CORP  
Form SC 13D/A  
December 13, 2013

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

SCHEDULE 13D

(Amendment No. 2)\*

Under the Securities Exchange Act of 1934

Griffon Corporation

---

(Name of Issuer)

Common Stock, par value \$0.25 per share

---

(Title of Class of Securities)

398433102

---

(CUSIP Number)

Ben I. Adler, Esq.  
Goldman, Sachs & Co.  
200 West Street  
New York, New York 10282-2198  
(212) 902-1000

With a copy to:

Robert C. Schwenkel, Esq.  
David L. Shaw, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, New York 10004  
(212) 859-8000

---

(Name, Address and Telephone Number of Person)

December 10, 2013

---

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No.  
398433102

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Goldman Sachs Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF; OO

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

|                          |    |                          |
|--------------------------|----|--------------------------|
| NUMBER OF<br>SHARES      | 7  | SOLE VOTING POWER        |
|                          |    | 17,087                   |
| BENEFICIALLY<br>OWNED BY | 8  | SHARED VOTING POWER      |
|                          |    | 5,799,355                |
| EACH<br>REPORTING        | 9  | SOLE DISPOSITIVE POWER   |
|                          |    | 17,087                   |
| PERSON<br>WITH           | 10 | SHARED DISPOSITIVE POWER |
|                          |    | 5,799,355                |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,816,442

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

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

10.7%

14 TYPE OF REPORTING PERSON

HC-CO

---

CUSIP No.  
398433102

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Goldman, Sachs & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF  
SHARES 7

SOLE VOTING POWER

0

BENEFICIALLY  
OWNED BY 8

SHARED VOTING POWER

5,799,355

EACH  
REPORTING 9

SOLE DISPOSITIVE POWER

0

PERSON  
WITH 10

SHARED DISPOSITIVE POWER

5,799,355

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,799,355

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

o

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

10.6%

14 TYPE OF REPORTING PERSON

BD-PN-IA

---

CUSIP No.  
398433102

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS Direct, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

|                     |   |                   |
|---------------------|---|-------------------|
| NUMBER OF<br>SHARES | 7 | SOLE VOTING POWER |
|                     |   | 0                 |

|                          |   |                     |
|--------------------------|---|---------------------|
| BENEFICIALLY<br>OWNED BY | 8 | SHARED VOTING POWER |
|                          |   | 5,555,556           |

|                   |   |                        |
|-------------------|---|------------------------|
| EACH<br>REPORTING | 9 | SOLE DISPOSITIVE POWER |
|                   |   | 0                      |

|                |    |                          |
|----------------|----|--------------------------|
| PERSON<br>WITH | 10 | SHARED DISPOSITIVE POWER |
|                |    | 5,555,556                |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,555,556

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

o

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

10.2%

14 TYPE OF REPORTING PERSON

OO

---



This Amendment No. 2 (“Amendment No. 2”) supplements and amends certain information in the Schedule 13D filed on October 9, 2008, as amended by Amendment No. 1 filed on November 18, 2013 (the “Original 13D” and, together with this Amendment No. 2, the “Schedule 13D”), on behalf of The Goldman Sachs Group, Inc. (“GS Group”), Goldman, Sachs & Co. (“Goldman Sachs”) and GS Direct, L.L.C. (“GS Direct” and together with GS Group and Goldman Sachs, the “Reporting Persons”).<sup>1</sup>

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 2. Identity and Background.

Item 2 of the Original 13D is hereby amended by replacing in their entirety Schedules I and II-B, incorporated therein by reference, with Schedules I and II-B, hereto, respectively, which Schedules I and II-B are incorporated herein by reference.

ITEM 4. Purpose of Transaction.

Item 4 of the Original 13D is hereby amended and supplemented by adding the following information:

On December 10, 2013, the Repurchase Transaction was consummated in accordance with the terms of the Repurchase Agreement, pursuant to which GS Direct sold an aggregate of 4,444,444 shares of Common Stock to the Issuer at a price of \$11.25 per share, representing an aggregate purchase price equal to \$50,000,000.

ITEM 5. Interests in Securities of the Issuer.

Item 5 of the Original 13D is hereby amended and restated in its entirety as follows:

(a) All calculations of percentage ownership of the Common Stock set forth in this Schedule 13D are based upon a total of 54,579,191 shares of Common Stock outstanding, which is equal to (a) 59,023,635 shares of Common Stock, which were reported to be outstanding as of October 31, 2013 as disclosed in the Issuer’s annual report on Form 10-K for the fiscal year ended September 30, 2013 (the “10-K”), minus (b) 4,444,444 shares of Common Stock, which were purchased by the Issuer pursuant to the Repurchase Transaction (which purchased shares are not deemed to be outstanding pursuant to Section 13(d)(4) of the Securities Exchange Act of 1934, as amended).

As of the close of business on December 11, 2013, GS Group may be deemed to have beneficially owned 5,816,442 shares of Common Stock in the aggregate, consisting of (i) 8,333 shares of Common Stock granted to Bradley J. Gross, a managing director of Goldman Sachs, pursuant to the Issuer’s 2011 Equity Incentive Plan (the “Plan”), 5,000 shares of Common Stock granted to Gerald J. Cardinale, a former managing director of Goldman Sachs, pursuant to the Plan and 1,877 shares of Common Stock granted to each of Bradley J. Gross and Gerald J. Cardinale pursuant to the Issuer’s Outside Director Stock Award Plan, (ii) 5,555,556 shares of Common Stock beneficially owned indirectly by GS Group that were purchased by GS Direct pursuant to the Investment Agreement on the Closing Date as described in this Schedule 13D and continue to be held following the Repurchase Transaction and (iii) 243,799 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 10.7% of the shares of Common Stock deemed to be outstanding (as calculated as described above based on the shares reported to be outstanding as of October 31, 2013 as disclosed in the Issuer’s 10-K, net of the shares purchased by the Issuer pursuant to the Repurchase Transaction).

As of the close of business on December 11, 2013, Goldman Sachs may be deemed to have beneficially owned 5,799,355 shares of Common Stock in the aggregate, consisting of (i) 5,555,556 shares of Common Stock beneficially owned indirectly by Goldman Sachs that were purchased by GS Direct pursuant to the Investment Agreement on the Closing Date as described in this Schedule 13D and continue to be held following the Repurchase Transaction and (ii) 243,799 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 10.6% of the shares of Common Stock deemed to be outstanding (as calculated as described above based on the shares reported to be outstanding as of October 31, 2013 as disclosed in the Issuer's 10-K, net of the shares purchased by the Issuer pursuant to the Repurchase Transaction).

As of the close of business on December 11, 2013, GS Direct may be deemed to have beneficially owned 5,555,556 shares of Common Stock that were purchased by GS Direct pursuant to the Investment Agreement on the Closing Date as described in this Schedule 13D and continue to be held following the Repurchase Transaction, representing approximately 10.2% of the shares of Common Stock deemed to be outstanding (as calculated as described above based on the shares reported to be outstanding as of October 31, 2013 as disclosed in the Issuer's 10-K, net of the shares repurchased by the Issuer pursuant to the Repurchase Transaction).

In accordance with Securities and Exchange Commission Release No. 34-395538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto may be deemed to beneficially own any shares of Common Stock other than as set forth herein.

(b) Each Reporting Person shares the power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock beneficially owned by such Reporting Person as indicated in this Schedule 13D.

(c) Schedule IV sets forth transactions in the Common Stock which were effected during the period from November 15, 2013 through December 11, 2013, all of which were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. The transactions in the Common Stock described in Schedule IV were effected on the New York Stock Exchange, other national security exchanges or the over-the-counter market.

Except for the entry into the Repurchase Agreement and the consummation of the Repurchase Transaction by GS Direct as described in this Schedule 13D and the transactions set forth on Schedule IV, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto, during the period from November 15, 2013 through December 11, 2013.

(d) Except for clients of Goldman Sachs or another investment advisor subsidiary of GS Group who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock, if any, held in Managed Accounts, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

---

1 Neither the present filing nor anything contained herein shall be construed as an admission that any Reporting Person constitutes a “person” for any purpose other than for compliance with Section 13(d) of the Securities Exchange Act of 1934, as amended.

---

SIGNATURES

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 correct.

Date: December 12, 2013

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

GS DIRECT, L.L.C.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

---

SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, NY 10282.

Each person is a citizen of the United States of America except for Claes Dahlback, who is a citizen of Sweden, Lakshmi N. Mittal, who is a citizen of India and Mark. E. Tucker, who is a citizen of Great Britain. Adebayo O. Ogunlesi is also a citizen of Nigeria. The present principal occupation or employment of each of the listed persons is set forth below.

| Name                | Present Principal Occupation  |
|---------------------|---|
| Lloyd C. Blankfein  | Chairman of the Board and Chief Executive Officer of The Goldman Sachs Group, Inc.                    |
| Gary D. Cohn        | President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.                             |
| M. Michele Burns    | Chief Executive Officer of the Retirement Policy Center sponsored by Marsh & McLennan Companies, Inc. |
| Claes Dahlback      | Senior Advisor to Investor AB and Foundation Asset Management   |
| William W. George   | Professor of Management Practice at the Harvard Business School                                       |
| James A. Johnson    | Chairman of Johnson Capital Partners  |
| Lakshmi N. Mittal   | Chairman and Chief Executive Officer of ArcelorMittal S.A.  |
| Adebayo O. Ogunlesi | Chairman and Managing Partner of Global Infrastructure Partners                                       |
| James J. Schiro     | Former Chairman and Chief Executive Officer of Zurich Insurance Group Ltd.                            |
| Debra L. Spar       | President of Barnard College  |
| Mark Edward Tucker  | Executive Director, Group Chief Executive Officer and President of AIA Group Limited                  |
| David A. Viniar     | Former Chief Financial Officer of The Goldman Sachs Group, Inc.                                       |

## SCHEDULE II-B

The name, position and present principal occupation of each executive officer of GS Direct, L.L.C. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282, except as follows: The business address of each of Philippe Camu James R. Garman, Martin A. Hintze, James H. Reynolds, Andrew E. Wolff, Matteo Botto Poala, Richard J. Butland, Matthias Hieber, Steffen Kastner, Philippe H. Lenoble, Peter R. Lyneham, Heather L. Mulahasani, Jan Petzel, Richard Spencer, Michele Titi-Cappelli, Michael M. Furth, Penny McSpadden and Gregg R. Lemkau is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Stephanie Hui, Sean Fan, Wanlin Liu and Richard Zhu is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Joseph P. DiSabato, Peter J. Perrone, Raheel Zia, George C. Lee, Stuart N. Bernstein, and Radford Small a is 555 California Street, San Francisco, CA 94104. The business address of each of Thomas Ferguson and Patrick Tribolet is 6011 Connection Drive, Irving, TX 75039. The business address of each of Ankur Sahu and Vishal Bakshi is Rational House, 951-A, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India. The business address of Steven R. Sher is Level 42, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia. The business address of each of Tianqing Li, Jean Qing Liu, Richard Zhu is Winland International Center, 7 Finance Street, Xicheng District, Beijing 100033, People's Republic of China. The business address of each of Steven M. Bunson, Mitchell S. Weiss, Jason Levesque and Mark G. Riemann is 30 Hudson Street, Jersey city, NJ 07302-4699.

All executive officers listed below are United States citizens, except as follows: James H. Reynolds is a citizen of France; Adrian M. Jones and Michael M. Furth are citizens of Ireland; Martin Hintze, Steffen Kastner, Jan Petzel and Oliver Thym are citizens of Germany; Julian C. Allen, Richard J. Butland, Stephanie Hui, Heather L. Mulahasani, Steven R. Sher. Richard Spencer and Raheel Zia are citizens of the United Kingdom; Philippe Camu and Philippe H. Lenoble are citizens of Belgium; Matteo Botto Poala and Michele Titi-Cappelli are citizens of Italy; Ankur Sahu and Vishal Bakshi are citizens of India, Peter Lyneham and Mark Lucas are citizens of Australia, Nicole Agnew is a citizen of Canada, Matthias Hieber is a citizen of Austria, Sean Fan is a citizen of the People's Republic of China and Jean Qing Liu, Wanlin Liu, Tianqing Li and Richard Zhu are citizens of the People's Republic of China (Hong Kong permanent resident).

| Name                    | Position                     | Present Principal Occupation                     |
|-------------------------|------------------------------|--|
| Richard A. Friedman     | Director and President       | Managing Director of Goldman, Sachs & Co.        |
| Philippe Camu           | Vice President               | Managing Director of Goldman Sachs International |
| Thomas G. Connolly      | Vice President               | Managing Director of Goldman, Sachs & Co.        |
| Jack F. Daly            | Vice President               | Managing Director of Goldman, Sachs & Co.        |
| Joseph P. DiSabato      | Vice President               | Managing Director of Goldman, Sachs & Co.        |
| Elizabeth C. Fascitelli | Vice President and Treasurer | Managing Director of Goldman, Sachs & Co.        |
| James R. Garman         | Vice President               | Managing Director of Goldman Sachs International |
| Bradley J. Gross        | Vice President               | Managing Director of Goldman, Sachs & Co.        |

Edgar Filing: GRIFFON CORP - Form SC 13D/A

|                         |                |   |
|-------------------------|----------------|---|
| Martin A. Hintze        | Vice President | Managing Director of Goldman Sachs International                      |
| Stephanie Hui           | Vice President | Managing Director of Goldman Sachs (Asia) L.L.C.                      |
| Adrian M. Jones         | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Alan S. Kava            | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Michael E. Koester      | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Scott Lebovitz          | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Sanjeev K. Mehra        | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Kenneth A. Pontarelli   | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Sumit Rajpal            | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| James H. Reynolds       | Vice President | Managing Director of Goldman Sachs International                      |
| Ankur Sahu              | Vice President | Managing Director of Goldman Sachs (India) Securities Private Limited |
| Andrew E. Wolff         | Vice President | Managing Director of Goldman Sachs International                      |
| Nicole Agnew            | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Julian C. Allen         | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Vishal Bakshi           | Vice President | Managing Director of Goldman Sachs (India) Securities Private Limited |
| Matteo Botto Poala      | Vice President | Managing Director of Goldman Sachs International                      |
| Richard J. Butland      | Vice President | Managing Director of Goldman Sachs International                      |
| T.J. Carella            | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| David Castelblanco      | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Christopher A. Crampton | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Sean Fan                | Vice President | Managing Director of Goldman Sachs (Asia) L.L.C.                      |
| Thomas Ferguson         | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Jeffrey M. Fine         | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Charles H. Gailliot     | Vice President | Managing Director of Goldman, Sachs & Co.                             |
| Matthias Hieber         | Vice President | Managing Director of Goldman Sachs International                      |
| Jonathan Hunt           | Vice President |   |

Edgar Filing: GRIFFON CORP - Form SC 13D/A

|                       |                              |   |
|-----------------------|------------------------------|---|
|                       |                              | Managing Director of Goldman, Sachs & Co.             |
| Walt Jackson          | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Steffen Kastner       | Vice President               | Managing Director of Goldman Sachs International      |
| Philippe H. Lenoble   | Vice President               | Managing Director of Goldman Sachs International      |
| Tianqing Li           | Vice President               | Managing Director of Goldman Sachs (Asia) L.L.C.      |
| Jean Qing Liu         | Vice President               | Managing Director of Goldman Sachs (Asia) L.L.C.      |
| Wanlin Liu            | Vice President               | Managing Director of Goldman Sachs (Asia) L.L.C.      |
| Peter R. Lyneham      | Vice President               | Managing Director of Goldman Sachs International      |
| Heather L. Mulahasani | Vice President               | Managing Director of Goldman Sachs International      |
| Eric Muller           | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Elizabeth A. Overbay  | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Edward Pallesen       | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Peter J. Perrone      | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Jan Petzel            | Vice President               | Managing Director of Goldman Sachs International      |
| Steven R. Sher        | Vice President               | Managing Director of Goldman Sachs Australia Pty Ltd. |
| Richard Spencer       | Vice President               | Managing Director of Goldman Sachs International      |
| Michele Titi-Cappelli | Vice President               | Managing Director of Goldman Sachs International      |
| Oliver Thym           | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Peter Vermette        | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Peter A. Weidman      | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Richard Zhu           | Vice President               | Managing Director of Goldman Sachs (Asia) L.L.C.      |
| Raheel Zia            | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| John E. Bowman        | Vice President               | Managing Director of Goldman, Sachs & Co.             |
| Michael M. Furth      | Vice President               | Managing Director of Goldman Sachs International      |
| Eric Goldstein        | Vice President and Secretary | Managing Director of Goldman, Sachs & Co.             |
| Penny McSpadden       | Vice President               |   |



Edgar Filing: GRIFFON CORP - Form SC 13D/A

|                       |   |  |
|-----------------------|---|--|
|                       |   | Managing Director of Goldman Sachs International |
| Laurie E. Schmidt     | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Patrick Tribolet      | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Anthony Cacioppo      | Vice President  | Vice President of Goldman, Sachs & Co.           |
| Kathryn Ford          | Vice President  | Vice President of Goldman, Sachs & Co.           |
| Tracy Sellers         | Vice President  | Vice President of Goldman, Sachs & Co.           |
| Clayton Wilmer        | Vice President  | Vice President of Goldman, Sachs & Co.           |
| Mark Lucas            | Vice President, Assistant Secretary & General Counsel | Vice President of Goldman, Sachs & Co.           |
| Mitchell S. Weiss     | Vice President & Assistant Treasurer                  | Managing Director of Goldman, Sachs & Co.        |
| Jason Levesque        | Vice President & Assistant Treasurer                  | Vice President of Goldman, Sachs & Co.           |
| Mark G. Riemann       | Vice President & Assistant Treasurer                  | Vice President of Goldman, Sachs & Co.           |
| Anthony J. Noto       | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Gregg R. Lemkau       | Vice President  | Managing Director of Goldman Sachs International |
| George C. Lee         | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Jeffrey W. Schroeder  | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Stuart N. Bernstein   | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Brian W. Bolster      | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Radford Small         | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Elizabeth E. Robinson | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Steven M. Bunson      | Vice President  | Managing Director of Goldman, Sachs & Co.        |
| Donal Earl            | Vice President  | Vice President of Goldman, Sachs & Co.           |
| Randy A. Stuzin       | Vice President  | Managing Director of Goldman, Sachs & Co.        |

---

SCHEDULE IV

| Purchase (P)/<br>Sale(S) | Shares | Price | Date      |
|--------------------------|--------|-------|-----------|
| S                        | 281    | 12.84 | 12/2/2013 |
| P                        | 113    | 12.84 | 12/2/2013 |
| P                        | 168    | 12.84 | 12/2/2013 |