

GRIFFON CORP  
Form 8-K  
February 12, 2014

**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): February 12, 2014**

**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 February 12, 2014, Griffon Corporation issued a press release announcing that it has commenced a cash tender offer and consent solicitation for any and all of its \$550,000,000 aggregate principal amount of 7 <sup>1</sup>/<sub>8</sub>% Senior Notes due 2018 (CUSIP No. 398433 AF9). 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 February 12, 2014.

**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: February 12, 2014 By: /s/ Seth L. Kaplan  
Seth L. Kaplan  
Senior Vice President

**EXHIBIT INDEX**

**Exhibit Number Exhibit Title**

99.1 Press Release, dated February 12, 2014.