

GRIFFON CORP  
Form 8-K  
April 26, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **April 20, 2011**

**GRIFFON CORPORATION**

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(Exact Name of Registrant as Specified in Charter)

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| <b>Delaware</b>   | <b>1-06620</b>              | <b>11-1893410</b>                       |
| (State or Other Jurisdiction of<br>Incorporation or Organization)     | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| <b>712 Fifth Avenue, 18<sup>th</sup> Floor<br/>New York, New York</b> |                             | <b>10019</b>                            |
| (Address of Principal Executive Offices)                              |                             | (Zip Code)                              |

**(212) 957-5000**

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(Registrant's telephone number, including area code)

**Not Applicable**

(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 (see General Instruction A.2. below):

- 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 (17CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 20, 2011, Mr. James A. Mitarotonda notified us that, in order to ensure that he has ample time to dedicate to the affairs of the boards on which he serves, including the Board of Directors of Ameron International Corporation (NYSE: AMN) to which he was recently elected, he will not stand for re-election to the Board of Directors of Griffon Corporation at Griffon's Annual Meeting of Stockholders to be held in 2012. Mr. Mitarotonda's decision was not the result of any disagreement with us relating to our operations, policies or practices.

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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.

Dated April 26, 2011

GRIFFON CORPORATION

By: /s/ Seth L. Kaplan

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Name: Seth L. Kaplan

Title: Senior Vice President

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