

GRIFFON CORP  
Form 8-K  
March 17, 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): **March 17, 2011**

**GRIFFON CORPORATION**

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(Exact Name of Registrant as Specified in Charter)

**Delaware**

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(State or Other Jurisdiction of  
Incorporation or Organization)

**1-06620**

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(Commission  
File Number)

**11-1893410**

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(I.R.S. Employer  
Identification No.)

**712 Fifth Avenue, 18<sup>th</sup> Floor  
New York, New York**

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(Address of Principal Executive Offices)

**10019**

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(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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**Item 8.01 Other Events.**

On March 17, 2011, Griffon Corporation issued a press release announcing the closing of an offering of \$550 million aggregate principal amount of senior notes due 2018 in an unregistered offering through a private placement. The notes will pay interest semi-annually at a rate of 7.125% per annum. 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*

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>                |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release, dated March 17, 2011 |

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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 March 17, 2011

GRIFFON CORPORATION.

By: /s/ Seth L. Kaplan

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Name: Seth L. Kaplan

Title: Senior Vice President

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>                |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release, dated March 17, 2011 |

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