

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
(State or Other Jurisdiction
of Incorporation)

1-06620
(Commission
File Number)

11-1893410
(I.R.S. Employer
Identification Number)

712 Fifth Avenue, 18th Floor
New York, New York
(Address of Principal Executive Offices)

10019
(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))
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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.

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

Seth L. Kaplan
Senior Vice President

EXHIBIT INDEX

Exhibit Number	Exhibit Title
99.1	Press Release, dated July 14, 2016.



**Griffon Corporation Announces Settlement Terms
for Convertible Notes Due January 15, 2017**

NEW YORK, NEW YORK, July 14, 2016 – Griffon Corporation (“Griffon” or the “Company”) (NYSE: GFF) announced today that it notified the trustee under the indenture for its 4% convertible subordinated notes due 2017 (“2017 Notes”) that the Company will settle, upon conversion, up to \$125 million of the conversion value in cash, with the incremental amount, if any, to be settled in shares of Griffon common stock. Griffon previously stated that it intended to settle the \$100 million principal amount of the Notes in cash. As a result of the notice provided to the trustee, Griffon has committed to settle up to an additional \$25 million of conversion value of the 2017 Notes in cash.

Starting July 15, 2016, any holder may elect to convert its 2017 Notes under the terms of the indenture at a conversion rate of 70.1632 shares (subject to adjustment) per \$1,000 principal amount (equivalent to \$14.25 per share of Griffon common stock). The 2017 Notes mature on January 15, 2017.

About Griffon Corporation

Griffon Corporation is a diversified management and holding company that conducts business through wholly owned subsidiaries. Griffon oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. In order to further diversify, Griffon also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital.

Griffon currently conducts its operations through three reportable segments:

- Home & Building Products consists of two companies, AMES and CBP:
 - AMES is a global provider of non-powered landscaping products for homeowners and professionals.
 - CBP is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional dealers and major home center retail chains.

- Telephonics designs, develops and manufactures high-technology integrated information, communication and sensor system solutions for military and commercial markets worldwide.
- PPC is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications.

For more information on Griffon and its operating subsidiaries, please see the Company's website at www.griffon.com.

Company Contact: Investor Relations Contact:

Brian G. Harris Michael Callahan

SVP & Chief Financial Officer Senior Vice President

Griffon Corporation ICR Inc.

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