

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Cocke Travis W.</u> <hr/> (Last) (First) (Middle) 3773 RICHMOND AVENUE, SUITE 500 <hr/> (Street) HOUSTON TX 77046 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP [GFF]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.25 par value ⁽¹⁾ | 02/20/2024 | | D | | 440,000 | D | \$65.5 ⁽²⁾ | 716,953 | I | By: Managed Accounts of Voss Capital, LLC ⁽³⁾ |
| Common Stock, \$0.25 par value ⁽¹⁾ | 02/20/2024 | | D | | 950,000 | D | \$65.5 ⁽²⁾ | 523,400 | I | By: Voss Value Master Fund, L.P. ⁽⁴⁾ |
| Common Stock, \$0.25 par value ⁽¹⁾ | 02/20/2024 | | D | | 110,000 | D | \$65.5 ⁽²⁾ | 93,499 | I | By: Voss Value-Oriented Special Situations Fund, L.P. ⁽⁵⁾ |
| Common Stock, \$0.25 par value ⁽¹⁾ | 02/20/2024 | | D | | 3,308 | D | \$0 ⁽⁶⁾ | 276 ⁽⁷⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

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| 1. Name and Address of Reporting Person* <u>Cocke Travis W.</u> <hr/> (Last) (First) (Middle) 3773 RICHMOND AVENUE, SUITE 500 <hr/> (Street) HOUSTON TX 77046 <hr/> (City) (State) (Zip) |
|--|

1. Name and Address of Reporting Person^{*}
Voss Value Master Fund, LP

(Last) (First) (Middle)
 3773 RICHMOND AVENUE, SUITE 500

(Street)
 HOUSTON TX 77046

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
Voss Value-Oriented Special Situations Fund, LP

(Last) (First) (Middle)
 3773 RICHMOND AVENUE
 SUITE 500

(Street)
 HOUSTON TX 77046

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
Voss Advisors GP, LLC

(Last) (First) (Middle)
 3773 RICHMOND AVENUE, SUITE 500

(Street)
 HOUSTON TX 77046

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
Voss Capital, LLC

(Last) (First) (Middle)
 3773 RICHMOND AVENUE
 SUITE 500

(Street)
 HOUSTON TX 77046

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by Voss Value Master Fund, L.P. ("Voss Value Master Fund"), Voss Value-Oriented Special Situations Fund, L.P. ("Voss Value-Oriented Special Situations Fund"), Voss Advisors GP, LLC ("Voss GP"), Voss Capital, LLC ("Voss Capital") and Travis W. Cocke (collectively, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. On February 20, 2024, Voss Value Master Fund, Voss Value-Oriented Special Situations Fund and certain accounts separately managed by Voss Capital (the "Voss Managed Accounts" and together with Voss Value Master Fund and Voss Value-Oriented Special Situations Fund, the "Selling Shareholders") entered into a stock purchase and cooperation agreement (the "Agreement") with the Issuer, pursuant to which the Issuer repurchased 1,500,000 Shares beneficially owned by the Selling Shareholders at a price of \$65.50 per share, in a private transaction.
3. Securities held in the Voss Managed Accounts. Voss Capital, as the investment manager of the Voss Managed Accounts, may be deemed to beneficially own the securities held in the Voss Managed Accounts. Mr. Cocke, as the managing member of Voss Capital, may be deemed to beneficially own the securities held in the Voss Managed Accounts.
4. Securities owned directly by Voss Value Master Fund. Voss GP, as the general partner of Voss Value Master Fund, may be deemed to beneficially own the securities owned directly by Voss Value Master Fund. Voss Capital, as the investment manager of Voss Value Master Fund, may be deemed to beneficially own the securities owned directly by Voss Value Master Fund. Mr. Cocke, as the managing member of Voss Capital and Voss GP, may be deemed to beneficially own the securities owned directly by Voss Value Master Fund.
5. Securities owned directly by Voss Value-Oriented Special Situations Fund. Voss GP, as the general partner of Voss Value-Oriented Special Situations Fund, may be deemed to beneficially own the securities owned directly by Voss Value-Oriented Special Situations Fund. Voss Capital, as the investment manager of Voss Value-Oriented Special Situations Fund, may be deemed to beneficially own the securities owned directly by Voss Value-Oriented Special Situations Fund. Mr. Cocke, as the managing member of Voss Capital and Voss GP, may be deemed to beneficially own the securities owned directly by Voss Value-Oriented Special Situations Fund.
6. In connection with the Agreement, Mr. Cocke resigned from the board of directors of the Issuer (the "Board") effective as of 9:30am ET on February 20, 2024. Represents 3,308 shares of restricted stock that were unvested and forfeited as of the date of Mr. Cocke's resignation from the Board.
7. These securities were granted to Mr. Cocke, the managing member of Voss Capital and Voss GP, in connection with his service as a member of the Board. As a result of Mr. Cocke's agreement with Voss Capital to transfer the economic benefit, if any, received upon the sale of the securities reported herein as directly owned by Mr. Cocke to certain of the other Reporting Persons, each of the Reporting Persons may be deemed to have a pecuniary interest in such securities.

Remarks:

Mr. Cocke was previously a director of the Issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons (other than Mr. Cocke) may have previously been deemed a director by deputization by virtue of Mr. Cocke's service on the Board of Directors of the Issuer. Upon Mr. Cocke's resignation from the Board, the Reporting Persons will no longer be subject to Section 16.

/s/ Travis W. Cocke 02/22/2024
Voss Value Master Fund, L.P.;
By: Voss Advisors GP, LLC; 02/22/2024
By: /s/ Travis W. Cocke

Voss Value-Oriented Special Situations Fund, L.P.; By: Yoss Advisors GP, LLC; By: /s/ Travis W. Cocke 02/22/2024
Yoss Advisors GP, LLC; By: /s/ Travis W. Cocke 02/22/2024
Yoss Capital, LLC; By: /s/ Travis W. Cocke 02/22/2024
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.