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

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**SCHEDULE 14A**

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**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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**GRIFFON CORPORATION**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if the other than the Registrant)

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Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# GRIFFON CORPORATION

To Be Held On:

March 20, 2024

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The proxy statement and annual report to security holders are available at: <http://www.astproxyportal.com/ast/03170>.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before March 6, 2024.

Please visit <http://www.astproxyportal.com/ast/03170>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)

E-MAIL: [info@astfinancial.com](mailto:info@astfinancial.com)

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. The Annual Meeting will be held at the offices of Dechert LLP, 1095 Avenue of Americas, New York, NY 10036, on Wednesday, March 20, 2024 at 10:00 a.m. You may obtain directions to the meeting by accessing the following website: [http://www.dechert.com/new\\_york/](http://www.dechert.com/new_york/).

**TELEPHONE:** To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

**MAIL:** You may request a card by following the instructions above.

The Board of Directors recommends a vote **FOR** the election of directors.

1. ELECTION OF THE FOLLOWING NOMINEES:

**NOMINEES:**

Henry A. Alpert  
Jerome L. Coben  
Travis W. Cocke  
H. C. Charles Diao  
Louis J. Grabowsky  
Lacy M. Johnson  
Ronald J. Kramer  
General Victor Eugene Renuart  
James W. Sight  
Samanta Hegedus Stewart  
Kevin F. Sullivan  
Michelle L. Taylor  
Cheryl L. Turnbull

Please note that you cannot use this notice to vote by mail.

The Board of Directors recommends a vote **FOR** the advisory resolution on the compensation of our executive officers as disclosed in the Proxy Statement.

2. Approval of the resolution approving the compensation of our executive officers as disclosed in the Proxy Statement.

The Board of Directors recommends a vote **FOR** the approval of Amendment No. 1 to the Amended and Restated 2016 Equity Incentive Plan to increase the number of shares available for future awards.

3. Approval of Amendment No. 1 to the Griffon Corporation Amended and Restated 2016 Equity Incentive Plan.

The Board of Directors recommends a vote **FOR** ratification of Grant Thornton LLP.

4. Ratification of the selection by our audit committee of Grant Thornton LLP to serve as our independent registered public accounting firm for fiscal year 2024.

5. Upon such other business as may properly come before the meeting or any adjournment thereof.