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

#### **SCHEDULE 14A**

(Rule 14a-101)

### INFORMATION REQUIRED IN PROXY STATEMENT

#### SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

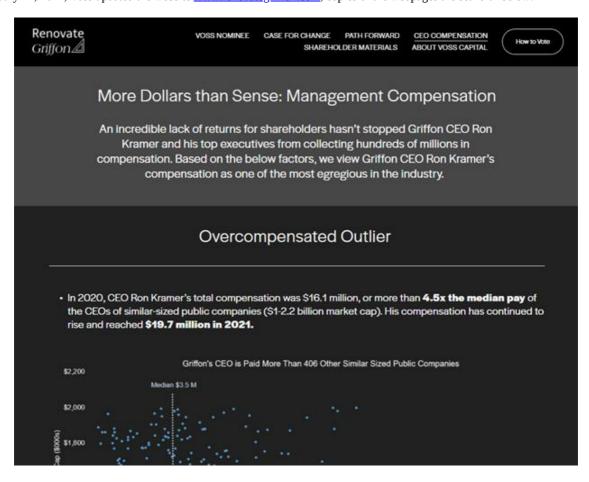
(Amendment No.)

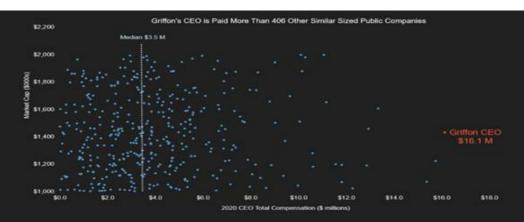
| Filed by the Registrant $\square$                  |   |  |
|--|---|--|
| Filed by a Party other than the Registrant ⊠       |   |  |
| Check the appropriate box:                         |   |  |
|  | Preliminary Proxy Statement   |  |
|  | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))   |  |
|  | Definitive Proxy Statement  |  |
| $\bowtie$  | Definitive Additional Materials   |  |
|  | Soliciting Material Under Rule 14a-12   |  |
|  | GRIFFON CORPORATION   |  |
|  | (Name of Registrant as Specified in Its Charter)  |  |
|  | VOSS VALUE MASTER FUND, LP VOSS VALUE-ORIENTED SPECIAL SITUATIONS FUND, LP VOSS ADVISORS GP, LLC VOSS CAPITAL, LLC TRAVIS W. COCKE H. C. CHARLES DIAO |  |
|  | (Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)   |  |
| Payment of Filing Fee (Check the appropriate box): |   |  |
| $\boxtimes$  | No fee required.  |  |
|  | Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  |  |
|  |   |  |

| (1)              | ) | Title of each class of securities to which transaction applies:   |
|------------------|---|---|
| (2)              | ) | Aggregate number of securities to which transaction applies:  |
| (3)              | ) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):   |
| (4)              | ) | Proposed maximum aggregate value of transaction:  |
| (5)              | ) | Total fee paid:   |
|                  |   | Fee paid previously with preliminary materials:   |
| □<br>was paid pr |   | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee sly. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing. |
| (1)              | ) | Amount previously paid:   |
| (2)              | ) | Form, Schedule or Registration Statement No.:   |
| (3)              | ) | Filing Party:   |
| (4)              | ) | Date Filed:   |
|                  |   |   |
|                  |   |   |

Voss Value Master Fund, LP, a Cayman Islands limited partnership ("Voss Value Master Fund"), together with the other participants named herein (collectively, "Voss"), has filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its highly-qualified director nominee at the 2022 annual meeting of stockholders of Griffon Corporation, a Delaware corporation (the "Company").

On January 24, 2022, Voss updated the website <a href="www.renovategriffon.com">www.renovategriffon.com</a>, copies of the webpages are set forth below:





- Mr. Kramer has been the highest-paid CEO of Griffon's 21-company proxy peer group for the past 10
  years while delivering bottom quartile returns relative to the group.
- If his pay matched Griffon's performance relative to the peer group over the same period, it would be \$27.3 million, nearly 73% less than the nearly \$104 million he was compensated.
- Despite Griffon's steady underperformance, the gap between Mr. Kramer's pay and peers continues to increase.



## Low Returns, High Compensation

- Griffon's total shareholder return has underperformed the S&P SmallCap 600 index by 43% since Ronald Kramer assumed the CEO role in April of 2008, and by 58% over the past five years.
- Griffon's return on invested capital has not even reached a measly 6% during any recent year.
- The Company's total shareholder return has barely reached 8% over the past five years.



## Shareholders Disapprove

- In three of the last six years, including the past two years, say-on-pay approval rates have fallen
  in the 60% range.
- Griffon hasn't once come close to achieving even the median say-on-pay approval rate for Russell 3000 companies of 95%.
- These approval rates rank Griffon amongst a very small group of only 3-4% of companies in the Russel 3000 that receive such low shareholder approval on their say-on-pay proposals.

