

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: JUNE 30, 2005
(Date of Earliest Event Reported)

GRIFFON CORPORATION

(Exact name of registrant as specified in charter)

DELAWARE	1-6620	11-1893410
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 JERICHO QUADRANGLE, JERICHO, NEW YORK	11753
-----	-----
(Address of Principal Executive Offices)	(Zip Code)
-----	-----
(516) 938-5544	

(Registrant's telephone number, including area code)	

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
(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))

This filing amends the Registrant's current report on Form 8-K, dated June 30, 2005, regarding the Registrant's acquisition, through its indirect, wholly-owned subsidiary, Clopay Folien GmbH ("Clopay"), from BBA Holding Deutschland GmbH ("BBA") of all the share capital of BBA Joint Venture Holding GmbH, which is the owner of the forty (40%) percent of Finotech Verbundstoffe GmbH & Co KG ("Finotech") that Clopay does not already own, and includes the required pro forma financial information as follows:

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(b) Pro Forma Financial Information.

The financial information required by this Item is annexed hereto as Exhibit 99.2.

SIGNATURES

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

By: /s/ Eric Edelstein

Eric Edelstein
Executive Vice President and
Chief Financial Officer

Date: September 15, 2005

EXHIBIT INDEX

- 99.2 Pro Forma Consolidated Balance Sheet and Consolidated Statements of Income of Griffon Corporation.

PRO FORMA FINANCIAL INFORMATION

On June 30, 2005, the Registrant entered into a Stock Purchase Agreement with BBA Holding Deutschland GmbH ("BBA") pursuant to which the Registrant, through its indirect, wholly-owned subsidiary, Clopay Folien GmbH, ("Clopay"), purchased from BBA all of the share capital of BBA Joint Venture Holding GmbH ("JV Holding") for \$82 million in cash (the "Transaction"). JV Holding was the owner of the forty (40%) percent of Finotech Verbundstoffe GmbH & Co KG ("Finotech") that Clopay did not already own. The transaction was funded with \$22 million of existing cash and borrowings of \$60 million bearing interest at approximately 5.1% pursuant to the Registrant's existing credit facility. The following unaudited pro forma financial statements give effect to the acquisition by the Registrant of the 40% minority interest in Finotech. The pro forma adjustments reflect preliminary purchase accounting for the transaction because the valuation of underlying assets has not been completed and the tax attributes of the transaction have not been finalized. The purchase price allocation is expected to be completed in connection with the preparation of the consolidated financial statements for the fiscal year ended September 30, 2005. The unaudited pro forma balance sheet is based upon the consolidated balance sheet of Griffon Corporation and has been prepared to reflect the acquisition of the Finotech minority interest as of June 30, 2005. The unaudited pro forma statements of income for the year ended September 30, 2004 and for the nine-month period ended June 30, 2005 are based upon the historical financial statements for such periods and reflect results of operations as if the acquisition of the Finotech minority interest had occurred on October 1, 2003 for both pro forma statements of income.

Pro Forma Consolidated Balance Sheet
June 30, 2005

	Griffon Corporation & subsidiaries	Pro Forma Adjustments	Griffon Corporation Pro Forma
ASSETS	-----	-----	-----
CURRENT ASSETS:			
Cash and cash equivalents	\$ 88,481,000	\$ (22,000,000) A	\$ 66,481,000
Accounts receivable, less allowance for doubtful accounts	173,729,000		173,729,000
Contract costs and recognized income not yet billed	36,732,000		36,732,000
Inventories	143,659,000	366,400 B	144,025,400
Prepaid expenses and other current assets	39,421,000		39,421,000
Total current assets	482,022,000	(21,633,600)	460,388,400
PROPERTY, PLANT AND EQUIPMENT			
at cost, less accumulated depreciation and amortization	206,991,000	12,476,800 B	219,467,800
OTHER ASSETS:			
Costs in excess of fair value of net assets of businesses acquired	62,067,000	32,487,800 C	94,554,800
Intangible and other assets	30,002,000	29,004,000 D	59,006,000
	92,069,000	61,491,800	153,560,800
	\$781,082,000	\$52,335,000	\$833,417,000
LIABILITIES AND SHAREHOLDERS' EQUITY	-----	-----	-----

CURRENT LIABILITIES:			
Accounts and notes payable	\$ 93,832,000		\$ 93,832,000
Other current liabilities	104,982,000	\$ 157,000 E	105,139,000
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Total current liabilities	198,814,000	157,000	198,971,000
LONG-TERM DEBT	144,815,000	60,000,000 A	204,815,000
OTHER LIABILITIES AND DEFERRED CREDITS	50,282,000	18,289,000 E	68,571,000
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Total liabilities and deferred credits	393,911,000	78,446,000	472,357,000
MINORITY INTEREST	26,111,000	(26,111,000) F	
SHAREHOLDERS' EQUITY	361,060,000		361,060,000
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\$781,082,000	\$52,335,000		\$ 833,417,000
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Notes to Pro Forma Balance Sheet

- A) Purchase price of \$82 million, consisting of \$22 million of existing cash and proceeds from borrowings of \$60 million.
- B) Increase to asset values based upon preliminary appraisals.
- C) Additional goodwill based on the excess of the purchase price over the minority shareholder's interest in the estimated fair values of the net assets acquired.
- D) Reflects the estimated fair value of the customer relationship with the specialty plastic film segment's major customer. This asset is estimated to have an indefinite life.
- E) Reflects deferred tax liabilities.
- F) Elimination of Finotech minority interest.

Pro Forma Consolidated Income Statement
Nine Months ended June 30, 2005

	Griffon Corporation & subsidiaries	Pro Forma Adjustments	Griffon Corporation Pro Forma
Net sales	\$1,013,551,000		\$1,013,551,000
Cost of sales	756,347,000	\$ 567,000 A	756,914,000
Gross profit	257,204,000	(567,000)	256,637,000
Selling, general and administrative expenses	213,761,000		213,761,000
Income from operations	43,443,000	(567,000)	42,876,000
Other income (expense):			
Interest expense	(5,768,000)	(2,295,000) B	(8,063,000)
Interest income	1,527,000		1,527,000
Other, net	4,385,000	(12,000)	4,373,000
	144,000	(2,307,000)	(2,163,000)
Income before income taxes	43,587,000	(2,874,000)	40,713,000
Provision for income taxes	12,982,000	(987,000) C	11,995,000
Income before minority interest	30,605,000	(1,887,000)	28,718,000
Minority interest	(4,415,000)	4,415,000 D	
Net income	\$ 26,190,000	\$2,528,000	\$ 28,718,000
Basic earnings per share of common stock	\$.88		\$.97
Diluted earnings per share of common stock	\$.84		\$.92
Weighted average number of shares included in the computation:			
Basic	29,625,000		29,625,000
Diluted	31,251,000		31,251,000

Notes to Pro Forma Income Statement for the Nine Months ended June 30, 2005

- A) Additional depreciation expense attributable to purchase price allocation to property, plant and equipment, assuming approximately 16.5 years as the remaining weighted average useful life of the depreciable assets.
- B) Interest expense on additional \$60 million of debt.
- C) Tax effect of pro forma adjustments.
- D) Elimination of Finotech minority interest.

Pro Forma Consolidated Income Statement
Fiscal Year ended September 30, 2004

	Griffon Corporation & subsidiaries	Pro Forma Adjustments	Griffon Corporation Pro Forma
Net sales	\$1,393,809,000		\$1,393,809,000
Cost of sales	992,648,000	\$ 1,127,000 A	993,775,000
Gross profit	401,161,000	(1,127,000)	400,034,000
Selling, general and administrative expenses	289,979,000		289,979,000
Income from operations	111,182,000	(1,127,000)	110,055,000
Other income (expense):			
Interest expense	(8,066,000)	(3,060,000) B	(11,126,000)
Interest income	1,070,000		1,070,000
Other, net	563,000	(367,000)	196,000
	(6,433,000)	(3,427,000)	(9,860,000)
Income before income taxes	104,749,000	(4,554,000)	100,195,000
Provision for income taxes	38,757,000	(1,549,000) C	37,208,000
Income before minority interest	65,992,000	(3,005,000)	62,987,000
Minority interest	(12,133,000)	12,133,000 D	
Net income	\$ 53,859,000	\$ 9,128,000	\$ 62,987,000
Basic earnings per share of common stock	\$ 1.81		\$ 2.12
Diluted earnings per share of common stock	\$ 1.71		\$ 1.99
Weighted average number of shares included in the computation:			
Basic	29,762,000		29,762,000
Diluted	31,586,000		31,586,000

Notes to Pro Forma Income Statement for the Fiscal Year ended September 30, 2004

- A) Charges inventory related purchase accounting adjustment to cost of sales. Also reflects additional depreciation expense attributable to purchase price allocation to property, plant and equipment, assuming 16.5 years as the remaining weighted average useful life of the depreciable assets.
- B) Interest expense on additional \$60 million of debt.
- C) Tax effect of pro forma adjustments.
- D) Elimination of Finotech minority interest.

