

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	hours per response:
	0.5

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

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>	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
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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⁾	03/15/2023		A		3,308	A	\$0 ⁽²⁾	3,584	D ⁽³⁾	
Common Stock, \$0.25 par value ⁽¹⁾								1,473,400	I	By: Voss Value Master Fund, L.P. ⁽⁴⁾
Common Stock, \$0.25 par value ⁽¹⁾								203,499	I	By: Voss Value-Oriented Special Situations Fund, L.P. ⁽⁵⁾
Common Stock, \$0.25 par value ⁽¹⁾								1,556,953	I	By: Managed Accounts of Voss Capital, LLC ⁽⁶⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

Cocke Travis W.

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

(Street)
 HOUSTON TX 77046

(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. Restricted stock grant under the Issuer's 2016 Equity Incentive Plan. All shares of restricted stock will vest on March 15, 2024.
3. 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 of Directors of the Issuer. 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.
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. Securities held in certain accounts separately managed by Voss Capital (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.

Remarks:

Mr. Cocke is 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 be deemed a director by deputation by virtue of Mr. Cocke's service on the Board of Directors of the Issuer.

[/s/ Travis W. Cocke](#) [03/17/2023](#)
[Voss Value Master Fund, L.P.;](#)
[By: Voss Advisors GP, LLC;](#) [03/17/2023](#)
[By: /s/ Travis W. Cocke](#)
[Voss Value-Oriented Special](#)
[Situations Fund, L.P.;](#) [By:](#) [03/17/2023](#)
[Voss Advisors GP, LLC;](#) [By:](#)
[/s/ Travis W. Cocke](#)
[Voss Advisors GP, LLC;](#) [By:](#) [03/17/2023](#)
[/s/ Travis W. Cocke](#)

Voss Capital, LLC; By: /s/
Travis W. Cocks

03/17/2023

** 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.