

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

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 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):

- 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:

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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 was paid previously. 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”).

Item 1: Voss issued the following press release, which includes a link to an investor presentation previously filed on January 20, 2022, which is incorporated herein by reference.

Voss Capital Issues Detailed Investor Presentation On Griffon Corp.

HOUSTON, Jan. 21, 2022 /PRNewswire/ -- Voss Capital, LLC (“Voss”), a significant shareholder of Griffon Corp. (NYSE: GFF) (“Griffon” or the “Company”), today announced that it has issued a detailed presentation titled “Renovating Griffon,” outlining Voss’s history of engagement with the Company, the ongoing issues with Griffon’s conglomerate structure and corporate governance, and opportunities to create value through the addition of Voss’s highly experienced candidate to Griffon Corp.’s Board of Directors.

The full presentation, *Renovating Griffon*, can also be found at

<https://static1.squarespace.com/static/61b797dab053ac4452fabd1d/t/61eadd3685c381438e1e4969/1642782009593/Renovating+Griffon+-+Voss+Capital+Presentation.pdf>

Please vote on the BLUE proxy card TODAY to support the election of Voss’s highly qualified nominee at the upcoming Annual Meeting.

If you have questions about the voting process or need assistance voting your BLUE proxy card, or need additional copies of the Voss Group's proxy materials, please call our proxy solicitor Saratoga at (888) 368 – 0379, (212) 257-1311 or email Info@saratogaproxy.com.

Visit www.renovategriffon.com for more information. **Vote on the BLUE proxy card today!**

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Item 2: Also on January 21, 2022, Voss updated the website www.renovategriffon.com, copies of the webpages are set forth below:

Renovate
Griffon

VOSS NOMINEE CASE FOR CHANGE PATH FORWARD CEO COMPENSATION SHAREHOLDER MATERIALS ABOUT VOSS CAPITAL VIEW PDF

Voss Capital's Nominee



H.C. Charles Diao

Mr. Diao is a former Senior Vice President of Finance, Corporate Development, and Corporate Treasurer of DIC Technology Company, one of the world's largest IT services and technology solutions providers. He also served as DIC's Chairman of the Corporate Finance Executive Committee and oversaw the acquisitions of Luoft, Midra Medicaid Solutions, Achanging pit, and the tax-free spinoffs of two federal government contractors to form CSRA Inc. and Perspectives Inc. During his time at DIC, he also oversaw the carve-out disposition of various units, including the nation's largest Medicaid software solutions business. Mr. Diao currently serves on the Board of Directors of Turning Point Brands, Inc., where he is the Chairman of the Audit Committee and Member of the Nominating, Governance and ESG Committee. He previously served on the Board of Medica General Inc. and was Chairman of its Nominating and Governance Committee and a member of the Audit Committee. Mr. Diao also has over 20 years of experience as an investment and merchant banker advising and executing an array of corporate actions, including segment spinoffs, acquisitions, and divestitures. Mr. Diao holds a B.S.E. from Princeton University and an M.B.A. from Harvard Business School.

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Shareholder Materials

Voss Capital Nominates Three Candidates for Griffon Corp. Board
November 23, 2021
[View Letter](#)

Voss Capital Opposes Griffon's Acquisition of Hunter Fan
December 20, 2021
[View Statement](#)

Voss Capital Proxy Statement
January 7, 2022
[View Filing](#)

Voss Capital Sends Letter to Griffon Corp. Shareholders
January 10, 2022
[View Letter](#)

Voss Sends Letter to ESOP Participants
January 11, 2022
[View Letter](#)

Voss Capital Questions the Circumstances Surrounding the Withdrawal of Two of its Director Candidates
January 19, 2022
[View Statement](#)

Voss Capital Renovating Griffon Presentation
January 20, 2021
[View Presentation](#)