

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

FORM SD

SPECIALIZED DISCLOSURE REPORT

Griffon Corporation

(Exact name of the registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-06620
(Commission
File Number)

11-1893410
(IRS Employer
Identification No.)

712 Fifth Avenue, 18th Floor, New York, New York
(Address of principal executive offices)

10019
(Zip code)

Brian G. Harris
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)
(212) 957-5000

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2019

Section 1 - Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

Attached hereto and incorporated herein by reference as Exhibit 1.01 is the Griffon Corporation 2019 Conflict Minerals Report. Included within the Conflict Minerals Report are disclosures of:

- (a) Our Reasonable Country of Origin Inquiry (“RCOI”) of necessary Conflict Minerals (as defined under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”)), conducted in good faith, to determine whether any Conflict Minerals in our supply chain originated in the Democratic Republic of the Congo or an adjoining country (as defined in the Act as “Covered Countries), or are from recycled or scrap sources;
- (b) Our determination and results of our RCOI;
- (c) Our due diligence measures performed in accordance with the Organization for Economic Development and Cooperation (“OECD”) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High Risk Areas; and
- (d) The results of our OECD due diligence.

This Form SD and our 2019 Conflict Minerals Report can be found on our website at www.griffon.com. Both the Form SD and the 2019 Conflict Minerals Report will be maintained on our website for a 12 month period.

Item 1.02 Exhibit

Griffon Corporation’s 2019 Conflict Minerals Report is attached hereto as Exhibit 1.01 and incorporated herein by reference.

Section 2 - Exhibits

Item 2.01 Exhibits

The following exhibit is filed as part of this report.

[Exhibit 1.01: 2019 Conflict Minerals Report of Griffon Corporation](#)

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 duly authorized undersigned.

Date: May 29, 2020

Griffon Corporation

By: /s/ Brian G. Harris

Brian G. Harris

Senior Vice President and
Chief Financial Officer

Griffon Corporation
2019 Conflict Minerals Report

Introduction

This report for the year ended December 31, 2019 is presented to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”) requiring certain SEC registrants to disclose (i) their use of Conflict Minerals (as defined under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”)), (ii) whether those Conflict Minerals originate from the Covered Countries and (iii) whether the sale of those Conflict Minerals financed or benefited armed groups in the Covered Countries. Conflict Minerals include columbite-tantalite (referred to as coltan), cassiterite, gold, wolframite, and their derivatives, limited to tantalum, tin and tungsten (“3TG”). The Covered Countries for the purposes of the Rule and this Report are the Democratic Republic of Congo, the Republic of the Congo, the Central African Republic, South Sudan, Uganda, Rwanda, Burundi, Tanzania, Zambia and Angola.

Overview

This report has been prepared by Griffon Corporation (the “Company” or “Griffon”).

Company and Product Overview

Griffon currently conducts its operations through three reportable segments:

- Consumer and Professional Products (“CPP”) conducts its operations through The AMES Companies, Inc. (“AMES”). Founded in 1774, AMES is the leading North American manufacturer and a global provider of branded consumer and professional tools and products for home storage and organization, landscaping, and enhancing outdoor lifestyles. CPP sells products globally through a portfolio of leading brands including True Temper, AMES, and ClosetMaid.
- Home and Building Products (“HBP”) conducts its operations through Clopay Corporation (“Clopay”). Founded in 1964, Clopay is the largest manufacturer and marketer of garage doors and rolling steel doors in North America. Residential and commercial sectional garage doors are sold through professional dealers and leading home center retail chains throughout North America under the brands Clopay, Ideal, and Holmes. Rolling steel door and grille products designed for commercial, industrial, institutional, and retail use are sold under the CornellCookson brand.
- Defense Electronics (“DE”) conducts its operations through Telephonics Corporation (“Telephonics”), founded in 1933, a globally recognized leading provider of highly sophisticated intelligence, surveillance and communications solutions for defense, aerospace and commercial customers.

As permitted by the Rule, Griffon has omitted from this report information with respect to products manufactured by CornellCookson LLC, which was acquired in June 2018. Such information will be included in the 2020 Conflict Minerals Report of Griffon Corporation.

Reasonable Country of Origin Inquiry (“RCOI”) Process

The RCOI performed represented a reasonable inquiry conducted by us in good faith to identify the mine or location of origin. For 2019 we assessed our suppliers based on the likelihood that the products they supplied to us contain 3TG. We conducted our survey of the selected suppliers using the template developed by the Responsible Minerals Initiative (“RMI”) Conflict Minerals Reporting Template (the “Template”). This commonly used Template was developed to facilitate disclosure and communication of information regarding smelters that provide material to a company’s supply chain. It includes questions regarding a company’s conflict-free policy and engagement with its direct suppliers, and requests a listing of the smelters used by the company and its suppliers. The template also contains questions about the origin of Conflict Minerals included in the company’s products, as well as questions regarding supplier due diligence.

We evaluated each supplier response received against criteria such as completeness of responses in the Template and inconsistencies within the data they reported in the Template. We received responses from 48 suppliers indicating that their companies source from the Covered Countries.

Due Diligence Process

Due Diligence Design

Griffon has designed a Conflict Minerals compliance initiative to implement a consistent, company-wide compliance process which includes:

- Educating our employees and suppliers about Conflict Minerals;
- Requesting in-scope suppliers to identify which of their products contain tin, tungsten, tantalum or gold, and, where applicable, to identify the smelter and the country of origin of these minerals;
- Supporting the RMI;
- Reporting mechanisms for questions and concerns, including a toll-free confidential and anonymous hotline.

Our compliance program has been designed to conform, in all material respects, with the framework in The Organization for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas Third Edition (“OECD Guidance”), and the related supplements for gold and for tin, tantalum and tungsten.

Due Diligence Performed

Conflict Minerals Policy

We have adopted a Conflict Minerals policy, which is available on the Griffon website at the following URL: <http://ir.griffon.com/static-files/90d5609f-911e-4b84-80c8-d94bcc62e8cc>.

Analysis of Supplier Survey Responses

We compared the smelter information contained in each supplier response to publicly available information, including a listing of smelters participating in the RMI’s Responsible Minerals Assurance Process (“RMAP”). RMAP identifies smelters and refiners that produce conflict-free materials, known as conformant smelters, which are verified through third-party audits.

We are unable to determine whether any of the 3TG minerals reported by our suppliers were contained in components or parts supplied to us, or to validate that any of these smelters or refiners are actually in our supply chain. Based on the responses we received, we determined that some of our CPP and Telephonics’ products contain 3TG minerals, the origin of which is undeterminable at this time for the following reasons:

- The majority of the responses received indicated that the due diligence evaluations conducted by suppliers were not complete, as such, the suppliers are unable to fully respond to our survey request, including all smelter information.
- Most responses were at a company level, rather than at a specific product level.
- We received responses from 48 suppliers indicating that their companies source from the Covered Countries. At the time of our analysis, 85% of the Covered Countries smelters provided by these suppliers have been verified as conformant, active, or not applicable by RMI.

See Appendix A for a table of smelter information.

Other Required Disclosures

Risk Mitigation

We are committed to conducting business in a lawful manner, in compliance with the Rule, and to supporting the reporting requirements of our customers under the Rule. In 2019 we continued our efforts by:

- Continuing to support the RMI;
- Expanding due diligence efforts with acquired companies in line with Rule requirements; and
- Engaging with suppliers to continue to clarify requirements with them and improve the content of supplier responses.

We intend to continue to take these risk mitigation steps in our due diligence process to attempt to obtain more specific information, particularly for suppliers who indicate that they source from the Covered Countries.

Annual Reporting

In accordance with the OECD Guidance and the Rule, this report is available on our website www.griffon.com.

Standard Smelters and Refiners Summary as of February 21, 2020

Smelters and refiners audited and determined to be RMAP Conformant	266
Active smelters and refiners	<u>5</u>
Total Smelters and Refiners	<u><u>271</u></u>

The information compiled in this listing has been reported to us by our in-scope direct suppliers or obtained from a certifying entity, such as RMAP. A conformant smelter is defined by RMAP as a smelter that has been audited and certified by a third party to be conflict-free. Active smelters are those that have been verified to exist as smelting operations.

It is difficult to confirm the accuracy of information that was collected and transmitted through many levels of the supply chain. In many cases, the information was provided to us for all products sold by our suppliers and therefore is not necessarily limited to facilities that have confirmed to contribute necessary 3TG for a Griffon product. None of our suppliers indicated in their responses that they were using minerals from sources known to support conflict. As our due diligence process progresses, our listing may change to reflect improvements in the quality of information provided to us.