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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **December 15, 2009**

**GRIFFON CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**1-6620**

(Commission  
File Number)

**11-1893410**

(I.R.S. Employer  
Identification No.)

**712 Fifth Avenue, 18<sup>th</sup> Floor**  
**New York, New York**

(Address of Principal Executive Offices)

**10019**

(Zip Code)

**(212) 957-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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 (17CFR 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))
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**Item 8.01. Other Events**

On December 15, 2009, Griffon Corporation (the “Company”) issued a press release announcing its intention to offer, subject to market and other conditions, \$100 million in aggregate principal amount of its Convertible Subordinated Notes due 2017 (the “Notes”) in a private placement solely to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The Company also announced that it expects to grant to the initial purchasers a 30-day option to purchase up to an additional \$15 million aggregate principal amount of the Notes solely to cover overallocments. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Forward-Looking Statements**

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: All statements other than statements of historical fact included in this Current Report on Form 8-K (the “Current Report”), including without limitation statements regarding the Company’s financial position, business strategy and the plans and objectives of the Company’s management for future operations, are forward-looking statements. When used in this Current Report, words such as “anticipate”, “believe”, “estimate”, “expect”, “intend”, and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by and information currently available to the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including, but not limited to, statements regarding the Company’s anticipated offering, including the amount and terms of the Convertible Notes. The proposed offering is subject to market conditions and the Company cannot assure that the offering will be completed on favorable terms, if at all. Such statements reflect the views of the Company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company as previously disclosed in the Company’s filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company does not undertake to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<u>Number</u>	<u>Exhibit Title</u>
99.1	Press release dated December 15, 2009

**SIGNATURE**

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.

Dated: December 15, 2009

GRIFFON CORPORATION

By: /s/ Douglas J. Wetmore

Name: Douglas J. Wetmore

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Press release dated December 15, 2009

## GRIFFON CORPORATION ANNOUNCES OFFERING OF \$100 MILLION OF CONVERTIBLE SUBORDINATED NOTES

### *\$100 Million of Convertible Subordinated Notes due 2017*

NEW YORK, NEW YORK – (December 15, 2009) – Griffon Corporation (NYSE: GFF) (“Griffon” or the “Company”) today announced its intention to offer, subject to market and other conditions, \$100 million principal amount of Convertible Subordinated Notes due 2017 (the “Convertible Notes”) in a private placement solely to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

Griffon expects to grant the initial purchasers of its Convertible Notes a 30-day option to purchase up to \$15 million principal amount of additional Convertible Notes solely to cover overallocments. Prior to July 15, 2016, the Convertible Notes will be convertible only upon the satisfaction of certain conditions. On and after July 15, 2016, a holder may convert its Convertible Notes at any time until the close of business on the second scheduled trading day immediately preceding the maturity date.

The interest rate, conversion rate and other terms of the Convertible Notes will be determined by negotiations between the Company and the initial purchasers.

Griffon will add the net proceeds from the offering to its existing cash balance of approximately \$321 million at September 30, 2009, which Griffon intends to use for general corporate purposes, including working capital, the repayment or repurchase of corporate indebtedness, investment in current segments and/or acquisitions of other businesses outside its current portfolio.

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, securities. Any offers of the Convertible Notes will be made only by means of private offering circulars. The Convertible Notes and the shares of Griffon common stock issuable upon conversion of the Convertible Notes are not being registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

### **Forward-Looking Statements**

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: All statements other than statements of historical fact included in this release, including without limitation statements regarding the Company’s financial position, business strategy and the plans and objectives of the Company’s management for future operations, are forward-looking statements. When used in this release, words such as “anticipate”, “believe”, “estimate”, “expect”, “intend”, and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by and information currently available to the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including but not limited to, statements regarding the Company’s anticipated offering, including the amount and terms of the Convertible Notes. The proposed offering is subject to market conditions and the Company cannot assure that the offering will be completed on favorable terms, if at all. Such statements reflect the views of the Company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company as previously disclosed in the Company’s filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company does not undertake to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

### Contact:

Griffon Corporation  
Douglas J. Wetmore, 212-957-5000  
Chief Financial Officer  
or  
Investor Relations Contact:  
ICR Inc.  
James Palczynski, 203-682-8229  
Principal and Director

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