FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	DС	20549
rvasiliigion,	D.C.	20040

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

## TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Clast   CFirst   Common Stock   Table II - Derivative   Securities	1. Name and Address of Reporting Person*  Kaplan Seth L.						2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [ GFF ]								(Che	eck all app Direc	licable)		o Issuer Owner er (specify	wner
City   (State   New YORK   NY   10019   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	712 FIFTH AVENUE															belov	ow) below)		w)	, 
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day	NEW YO															e) X Form Form	Form filed by One Reporting Person Form filed by More than One Reporting			
Date   Month/Day/Year   Figure   Month/Day/Year   Month	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Common Stock  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)  Obviously (Instr. 3)  Date  Transaction  Obviously (Instr. 3)  Date  Obviously (Instr. 3)  Date  (Instr. 4)  A so 25,206(I)(2)  A \$0  222,241  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Oconversion or Exercise Price of Derivative Security (Instr. 3)  Date  (Month/Day/Year)  A so 222,241  D  11. Na derivative Securities (Month/Day/Year)  Ownership Form: Disposed of (D) (Instr. 3, 4 and 5)  Owned Following Reported Transaction(s) (Instr. 4)  Ownership Security (Instr. 4)  Ownership Form: Owner of Owned Following Reported Transaction(s) (Instr. 4)  Owner of Ownership Securities (Instr. 4)  Owner of Ownership Security (Instr. 3)  Owner of Ownership Security (Instr. 4)  Owner of Owner of Securities (Instr. 4)  Owner of Owner of Owner of Securities (Instr. 4)  Owner of Owner of Owner of Securities (Instr. 4)  Owner of Owner of Owner of Owner of Securities (Instr. 4)  Owner of	Date				Execution Date, if any		Transaction Disposed Of (D) (Instr. Code (Instr. 5)					Securi Benefi Owned	ties cially I Following	Form: Direct (D) or Indirect	of Indi Benefi Owner	7. Nature of Indirect Beneficial Ownership				
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) Price of Derivative Security (Instr. 3, 4 and 5)  1. Title of Derivative Securities Securit			Code	v			Amount	(A) or (D)		Price	Transa	ction(s)		(iiisti.	"					
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Date Exercisable and Execution Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Executities (Month/Day/Year)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Securities (Month/Day/Year)  10. Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)  11. National Price of Derivative Securities (Month/Day/Year)  12. Amount of Securities (Month/Day/Year)  13. Transaction Date (Month/Day/Year)  14. Transaction Date (Month/Day/Year)  15. Number of Derivative Securities (Month/Day/Year)  16. Date Exercisable and Experiment Date (Month/Day/Year)  17. Title and Amount of Securities (Month/Day/Year)  18. Price of Derivative Securities (Month/Day/Year)  19. Number of Derivative Securities (Month/Day/Year)  10. Ownership Form: Date Date Exercisable and Experiment Date (Month/Day/Year)  10. Ownership Security (Instr. 3)  11. National Date (Month/Day/Year)  12. National Date (Month/Day/Year)  13. National Date (Month/Day/Year)  14. Title of Date Exercisable and Experiment Date (Month/Day/Year)  15. National Date (Month/Day/Year)  16. Date Exercisable and	Common Stock 11/15/2					2021		A		25,206(1)(	(2)	Α	\$ <mark>0</mark>	22	2,241	D				
Derivative Security (Instr. 3) Price of Derivative Security Security Security    Month/Day/Year   Price of Derivative Security   Month/Day/Year   Price of Derivative Security   Month/Day/Year   Price of Derivative Security   Month/Day/Year   Price of Derivative Security   Month/Day/Year   Price of Derivative Security (Instr. 3)   Month/Day/Year   Price of Derivative Security (Instr. 4)   Month/Day/Year   Price of Derivative Security (Instr. 5)   Month/Day/Year   Price of Derivative Securities Price of Derivative Security (Instr. 5)   Month/Day/Year   Price of Derivative Securities Price of Derivative Security (Instr. 5)   Month/Day/Year   Price of Derivative Securities Pric																				
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execut if any	ion Date,	Transa Code (	ransaction code (Instr. )  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date			Amount of Securities Underlying Derivative Security (Inst 3 and 4)		str.	Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	hip of In Bend O) Own oct (Inst	Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

- 1. Restricted shares granted under the Company's 2016 Equity Incentive Plan in a transaction exempt under Rule 16b. Vesting of the restricted shares is partially dependent on the attainment of specified financial performance criteria; on November 15, 2021, it was certified that such financial performance criteria was satisfied. Subject to the reporting person's continued employment, the restricted shares will vest on November 30, 2023.
- 2. On November 17, 2021, the reporting person filed a Form 4 which inadvertently reported the number of shares acquired (as a result of the certification that certain financial performance criteria related to a grant of restricted shares was achieved) as 45,230. As reported in this amendment, the actual number of shares acquired was 25,206.

## Remarks:

/s/ Seth L. Kaplan

11/17/2022

\*\* 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.