

GRIFFON CORP  
Form 8-K  
February 13, 2014

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): February 12, 2014**

**GRIFFON CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-06620</b>	<b>11-1893410</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

<b>712 Fifth Avenue, 18<sup>th</sup> Floor</b>	
<b>New York, New York</b>	<b>10019</b>
(Address of Principal Executive Offices)	(Zip Code)

**(212) 957-5000**  
(Registrant's telephone number, including area code)

(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:**

**£ 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 (17 CFR 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))**

**Item 1.01. Entry into a Material Definitive Agreement**

On February 12, 2014, Griffon Corporation (the “Company”) entered into a Purchase Agreement (the “Purchase Agreement”) pursuant to which the Company agreed to issue and sell to the several initial purchasers named therein (the “Initial Purchasers”) \$600 million aggregate principal amount of the Company’s 5.25% senior notes due 2022 (the “Notes”). The Purchase Agreement includes the terms and conditions of the offer and sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. A copy of the Purchase Agreement is filed herewith as Exhibit 99.1. The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement.

**Item 8.01. Other Events**

On February 12, 2014, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 Purchase Agreement, dated as of February 12, 2014, by and among Griffon Corporation, the Guarantors named therein and Deutsche Bank Securities Inc., as Representative of the several Initial Purchasers named therein.

99.2 Press Release, dated February 12, 2014.

**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.

GRIFFON  
CORPORATION

Date: February 13, 2014 By: /s/ Seth L. Kaplan  
Seth L. Kaplan  
Senior Vice President

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Purchase Agreement, dated as of February 12, 2014, by and among Griffon Corporation, the Guarantors named therein and Deutsche Bank Securities Inc., as Representative of the several Initial Purchasers named therein.
99.2	Press Release, dated February 12, 2014.