

GRIFFON CORP  
Form 8-K  
January 21, 2015  
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): **January 19, 2015**

**GRIFFON CORPORATION**

(Exact Name of Registrant as Specified in 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)

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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 (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 8.01 Other Events

At a meeting on January 19, 2015, the Compensation Committee clarified its view that the January 30, 2014 award of 294,334 restricted shares to Mr. Ronald J. Kramer, Griffon's Chief Executive Officer, was intended as a multi-year award, and therefore Mr. Kramer will not be considered for the grant of an annual equity award prior to fiscal year 2016.

**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 undersigned hereunto duly authorized.

GRIFFON  
CORPORATION

By: /s/ Seth L. Kaplan  
Seth L. Kaplan  
Senior Vice  
President

Date: January 21, 2015