

GRIFFON CORP  
Form 8-K  
August 29, 2008

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

WASHINGTON, DC 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): **August 28, 2008**

**GRIFFON CORPORATION**

(Exact name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**1-6620**  
(Commission  
File Number)

**11-1893410**  
(IRS Employer  
Identification No.)

**100 JERICO QUADRANGLE, JERICO, NEW YORK 11753**

(Address of Principal Executive Offices)

(Zip Code)

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Registrant's telephone number, including area code: **516-938-5544**

**No Change**

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

On August 28, 2008, Griffon Corporation ( Griffon ) issued a press release announcing that the registration statement for its previously announced rights offering was declared effective on August 28, 2008 by the Securities and Exchange Commission. A copy of Griffon 's press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 Press Release dated August 28, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Griffon has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRIFFON CORPORATION**

Date: August 29, 2008

By: /s/ Patrick L. Alesia  
Name: Patrick L. Alesia  
Title: Chief Financial Officer