

Gross Bradley J.
Form 4
June 21, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gross Bradley J.

2. Issuer Name and Ticker or Trading Symbol
GRIFFON CORP [GFF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GOLDMAN SACHS & CO.
LLC, 200 WEST STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/19-04:00/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V Amount or (D) Price				
Common Stock	06/19-04:00/2018		S	5,583,375 (2) (3)	D \$ 17.055	649,296	I	See footnotes (1) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gross Bradley J. C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Yvette Kusic, Attorney-in-fact 06/21-04:00/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The Reporting Person is a managing director of Goldman Sachs & Co. LLC ("Goldman Sachs"). Goldman Sachs is a subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any. Effective June 19, 2018, the Reporting Person resigned from the board of directors of Griffon Corporation (the "Company").
- (2) Pursuant to an underwriting agreement, dated June 14, 2018 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of common stock, par value \$0.25 per share (the "Common Stock"), of the Company, pursuant to the final prospectus supplement dated June 14, 2018, which offering was consummated on June 19, 2018 (the "Registered Public Offering"), the underwriters purchased shares of Common Stock from the selling shareholder, GS Direct, L.L.C. ("GS Direct"). GS Direct sold an aggregate of 4,855,109 shares of Common Stock in the Registered Public Offering. Goldman Sachs was one of the underwriters in the Underwriting Agreement.
- (3) Pursuant to the Underwriting Agreement and in connection with the Registered Public Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling shareholder, GS Direct. On June 19, 2018, the Over-Allotment Option was consummated and in connection with such sale to the underwriters, GS Direct sold an additional 728,266 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.
- (4) Following the sale of shares by GS Direct, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 649,296 shares of Common Stock and Goldman Sachs also had open short positions of 558,825 shares of Common Stock, reflecting changes due to exempt transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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