

GRIFFON CORP

Form S-8

February 02, 2018

As filed with the Securities and Exchange Commission on February 2, 2018

Registration No. 333-

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**The Securities Act of 1933**

**GRIFFON CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation or organization)

**11-1893410**

(I.R.S. Employer Identification No.)

**712 Fifth Avenue, 18<sup>th</sup> Floor**

**New York, New York 10019**

(Address of Principal Executive Offices)

**GRIFFON CORPORATION 2016 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Seth L. Kaplan**

**Senior Vice President, General Counsel and Secretary**

**Griffon Corporation**

**712 Fifth Avenue, 18<sup>th</sup> Floor**

**New York, New York 10019  
(212) 957-5000**

(Name, address and telephone number, including area code, of agent for service)

**Copy to:**

**Martin Nussbaum, Esq.**

Dechert LLP

1095 Avenue of the Americas

New York, NY 10036

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.25 per share	1,000,000 shares	\$19.00	\$19,000,000	\$2,366

(1) Represents additional shares of the Registrant's Common Stock issuable pursuant to the Griffon Corporation 2016 Equity Incentive Plan, as amended and restated through January 31, 2018, being registered hereby.

(2)

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Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is estimated to be \$19.00, based on the average of the high sales price (\$19.85) and the low sales price (\$18.15) per share of the Company's Common Stock as reported on the New York Stock Exchange on February 1, 2018.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (this “Registration Statement”) is being filed in order to register an additional 1,000,000 shares of the Registrant’s Common Stock, which are securities of the same class and relate to the same employee benefit plan, the Griffon Corporation 2016 Equity Incentive Plan, as amended and restated through January 31, 2018, as those shares registered on the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission on January 29, 2016, File No. 333-209222, which is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits**

<u>Exhibit Number</u>	<u>Exhibit</u>
---------------------------	----------------

- |      |                                                                                                                                                                                                                |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1  | <u>Opinion and Consent of Dechert LLP.<br/>Griffon Corporation 2016 Equity Incentive Plan, as amended and restated through January 31, 2018</u>                                                                |
| 10.1 | <u>(incorporated by reference to Annex A to the Registrant’s Proxy Statement relating to the 2018 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on December 18, 2017).</u> |
| 23.1 | <u>Consent of Grant Thornton LLP.</u>                                                                                                                                                                          |
| 23.2 | <u>Consent of KPMG LLP.</u>                                                                                                                                                                                    |
| 23.3 | <u>Consent of Dechert LLP (contained in Exhibit 5.1).</u>                                                                                                                                                      |
| 24.1 | <u>Power of Attorney (included on signature pages).</u>                                                                                                                                                        |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 2, 2018.

**GRIFFON CORPORATION**

By: /s/Ronald J. Kramer  
Ronald J. Kramer  
Chairman of the Board and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Each person whose signature appears below constitutes and appoints Ronald J. Kramer and Seth L. Kaplan, and each of them, with full power of substitution, his true and lawful attorney-in-fact and agent to do any and all acts and things in his name and on his behalf in his capacity indicated below which they or either of them may deem necessary or advisable to enable Griffon Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement including specifically, but not limited to, power and authority to sign for him in his name in the capacities stated below, any and all amendments (including post-effective amendments) thereto, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in such connection, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Ronald J. Kramer Ronald J. Kramer	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 2, 2018

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/s/ Brian G. Harris                      Senior Vice President and Chief Financial Officer                      February 2, 2018  
Brian G. Harris                      (Principal Financial Offer)

/s/ W. Christopher Durborow                      Vice President, Controller and Chief Accounting Officer                      February 2, 2018  
W. Christopher Durborow                      (Principal Accounting Officer)

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Henry A. Alpert Henry A. Alpert	Director	February 2, 2018
/s/ Thomas J. Brosig Thomas J. Brosig	Director	February 2, 2018
/s/ Blaine V. Fogg Blaine V. Fogg	Director	February 2, 2018
/s/ Louis J. Grabowsky Louis J. Grabowsky	Director	February 2, 2018
/s/Bradley J. Gross Bradley J. Gross	Director	February 2, 2018
/s/ Robert G. Harrison Robert G. Harrison	Director	February 2, 2018
/s/ Donald J. Kutyna Donald J. Kutyna	Director	February 2, 2018
/s/ Victor Eugene Renuart Victor Eugene Renuart	Director	February 2, 2018
/s/ Kevin F. Sullivan Kevin F. Sullivan	Director	February 2, 2018
/s/ William H. Waldorf William H. Waldorf	Director	February 2, 2018