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GRIFFON CORP
Form 8-K
August 08, 2005

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): AUGUST 3, 2005

GRIFFON CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--|---|
| DELAWARE ----- (State or Other Jurisdiction of Incorporation) | 1-6620 ----- (Commission File Number) | 11-1893410 ----- (I.R.S. Employer Identification Number) |
|--|--|---|

| | |
|--|------------------------------|
| 100 JERICHO QUADRANGLE, JERICHO, NEW YORK ----- (Address of Principal Executive Offices) | 11753 ----- (Zip Code) |
|--|------------------------------|

(516) 938-5544
(Registrant's telephone number, including area code)

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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF PRINCIPAL OFFICERS.

On August 3, 2005, upon the recommendation of the Nominating and Governance Committee of the Board of Directors of Griffon Corporation (the "Registrant"), the Board of Directors appointed General Donald J. Kutyna as a member of the Board of Directors to fill a vacancy on the Board of Directors. General Kutyna has also been appointed to the Ethics Oversight Committee of the Board of Directors.

There is no arrangement or understanding between General Kutyna and any other person pursuant to which General Kutyna was appointed as a director of Registrant.

There were no transactions or series of transactions, since the beginning of the Registrant's last fiscal year, or any currently proposed transaction or series of transactions to which the Registrant was or is to be a party, in which the amount involved exceeds \$60,000 and in which General Kutyna had, or will have, a direct or indirect material interest.

On August 8, 2005, the Registrant issued a press release announcing the appointment of General Kutyna. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 8.01 OTHER EVENTS.

On August 8, 2005, the Registrant issued a press release announcing an increase in the number of shares eligible to be purchased by the Registrant pursuant to its stock buyback program. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS

99.1 Press Release dated August 8, 2005

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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/Patrick Alesia

Patrick Alesia
Vice President, Treasurer and Secretary

Date: August 8, 2005

EXHIBIT INDEX

99.1 Press Release dated August 8, 2005.