

GRIFFON CORP
Form S-8
March 19, 2008

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

11-1893410

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

Incorporation or Organization)

100 Jericho Quadrangle, Suite 224, Jericho, New York

(Address of Principal Executive Offices)

11753

(Zip Code)

**GRIFFON CORPORATION 2006 EQUITY INCENTIVE PLAN
AS AMENDED**

(Full Title of the Plan)

**Patrick L. Alesia, Vice President, Chief Financial Officer,
Treasurer and Secretary**

Griffon Corporation

100 Jericho Quadrangle

Suite 224

Jericho, New York 11753

(Name and Address of Agent for Service)

(516) 938-5544

(Telephone Number, Including Area Code, of Agent For Service)

copy to:

Gary T. Moomjian, Esq.

Moomjian, Waite, Wactlar & Coleman, LLP

100 Jericho Quadrangle

Suite 225

Jericho, New York 11753

(516) 937-5900

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 ☐
(Do not check if a smaller reporting
company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.25, reserved for future grants	300,000	\$8.14 (2)(3)	\$2,442,000 (2)(3)	\$96.00

(1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement also covers an indeterminate number of additional shares of Common Stock which may become issuable pursuant to anti-dilution provisions contained in the Griffon Corporation 2006 Equity Incentive Plan, as amended.

(2) Estimated solely for the purpose of calculating the registration fee.

(3) Computed in accordance with Rules 457(c) and 457(h) of the Securities Act based upon the average of the high and low prices for the Common Stock on March 18, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Jericho, State of New York, on March 19, 2008.

GRIFFON CORPORATION

By: /s/ Harvey R. Blau
Harvey R. Blau
Chairman and Chief Executive Officer
(Principal Executive Officer)

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.

Signature	Title	Date
/s/ Harvey R. Blau Harvey R. Blau (Principal Executive Officer)	Chairman of the Board and Chief Executive Officer	March 19, 2008
/s/ Patrick L. Alesia Patrick L. Alesia	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Accounting Officer)	March 19, 2008
/s/ Henry A. Alpert Henry A. Alpert	Director	March 19, 2008
/s/ Blaine V. Fogg Blaine V. Fogg	Director	March 19, 2008
/s/ Robert G. Harrison Robert G. Harrison	Director	March 19, 2008
/s/ Clarence A. Hill, Jr. Clarence A. Hill, Jr.	Director	March 19, 2008
/s/ Donald J. Kutyna Donald J. Kutyna	Director	March 19, 2008

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James W. Stansberry	Director	March 19, 2008
/s/ Martin S. Sussman Martin S. Sussman	Director	March 19, 2008
/s/ Joseph J. Whalen Joseph J. Whalen	Director	March 19, 2008

Each person whose signature appears below constitutes and appoints Harvey R. Blau 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 capacities indicated below which he 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.

Signature	Title	Date
Bertrand M. Bell	Director	March 19, 2008
/s/ Gordon E. Fornell Gordon E. Fornell	Director	March 19, 2008
Ronald J. Kramer	Director	March 19, 2008
/s/ James A. Mitarotonda James A. Mitarotonda	Director	March 19, 2008
/s/ William H. Waldorf William H. Waldorf	Director	March 19, 2008
