

GRIFFON CORP  
Form 8-K  
February 14, 2014

**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): **February 14, 2014**

**GRIFFON CORPORATION**

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b>	<b>1-06620</b>	<b>11-1893410</b>
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

<b>712 Fifth Avenue, 18<sup>th</sup> Floor</b>	<b>10019</b>
<b>New York, New York</b>	
(Address of Principal Executive Offices)	(Zip Code)

**(212) 957-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 (17CFR 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))

## Section 1 - Registrant's Business and Operations

### Item 1.01 Entry into a Material Definitive Agreement.

As disclosed in a Current Report on Form 8-K filed on Wednesday, February 12, 2014, we previously reached an agreement in principle to amend our revolving credit facility to, among other things, (i) extend the maturity date of the facility by one year, to March 28, 2019, (ii) increase the maximum permitted consolidated leverage ratio, (iii) increase the maximum permitted consolidated senior secured leverage ratio, (iv) reduce the minimum permitted consolidated interest coverage ratio, and (v) increase certain baskets for permitted debt, guaranties, liens, asset sales, foreign acquisitions, investments and restricted payments under the negative covenants contained in the revolving credit facility. A definitive agreement with respect to the amendment has been executed as of today, February 14, 2014. Attached as Exhibit 99.1 is a copy of the amendment, the terms of which are incorporated herein by reference.

## Section 9 – Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

#### Exhibit

#### Number

#### Exhibit Title

99.1	Fourth Amendment to Amended and Restated Credit Agreement, dated as of February 14, 2014, to that certain Amended and Restated Credit Agreement, dated as of March 28, 2013 among Griffon Corporation, JPMorgan Chase Bank, N.A., as administrative agent, Deutsche Bank Securities Inc., as syndication agent, Wells Fargo Bank, National Association, HSBC Bank USA, N.A and RBS Citizens, N.A., as co-documentation agents, and the other lenders party thereto.
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**SIGNATURE**

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.

Date: February 14, 2014 GRIFFON CORPORATION

By: /s/ Seth L. Kaplan  
Name: Seth L. Kaplan  
Title: Senior Vice President

**EXHIBIT INDEX**

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