

Gross Bradley J.
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/31-05:00/2018

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

(Street)

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

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

NEW YORK, NY 10282

(City) (State) (Zip)

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 (D) Price			
Common Stock	01/31-05:00/2018		A	4,489 (2) A \$ 0	5,591,565	I	See footnotes (1) (3) (4)

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

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SEC 1474 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Kosic,
Attorney-in-fact

02/02-05:00/2018

__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).

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.

(2) On January 31, 2018, 4,489 shares of common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation (the "Company") were granted to the Reporting Person in his capacity as a director of the Company pursuant to the Company's 2016 Equity Incentive Plan (the "Plan"). The grant of 4,489 shares vests one third on each of the next three anniversaries of the grant date, which was January 31, 2018.

(3) GS Group beneficially owns directly 6,877 shares of Common Stock. GS Group may be deemed to beneficially own 29,132 shares of Common Stock granted to the Reporting Person in his capacity as a director of the Company, consisting of 11,889 shares of Common Stock granted to the Reporting Person pursuant to the Plan, 15,366 shares of Common Stock granted to the Reporting Person pursuant to the Company's 2011 Equity Incentive Plan, and 1,877 shares of Common Stock granted to the Reporting Person pursuant to the Company's Outside Director Stock Award Plan. The Reporting Person has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.

(4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 5,555,556 shares of the Company's Common Stock, beneficially owned directly by GS Direct, L.L.C. ("GS Direct"). Goldman Sachs and GS Direct are subsidiaries of GS Group. Goldman Sachs is the manager of GS Direct. GS Group, Goldman Sachs and GS Direct each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any. Goldman Sachs has net open short positions of 299,436 shares of Common Stock.

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