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GRIFFON CORP
Form 8-K/A
September 16, 2005

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: JUNE 30, 2005
(Date of Earliest Event Reported)

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 No.) |
|--|--|--|

| | |
|--|------------------------------|
| 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))

This filing amends the Registrant's current report on Form 8-K, dated June 30, 2005, regarding the Registrant's acquisition, through its indirect, wholly-owned subsidiary, Clopay Folien GmbH ("Clopay"), from BBA Holding Deutschland GmbH ("BBA") of all the share capital of BBA Joint Venture Holding GmbH, which is the owner of the forty (40%) percent of Finotech Verbundstoffe GmbH & Co KG ("Finotech") that Clopay does not already own, and includes the required pro forma financial information as follows:

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(b) Pro Forma Financial Information.

The financial information required by this Item is annexed hereto as Exhibit 99.2.

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/ Eric Edelstein

Eric Edelstein
Executive Vice President and
Chief Financial Officer

Date: September 15, 2005

EXHIBIT INDEX

99.2 Pro Forma Consolidated Balance Sheet and Consolidated Statements of
Income of Griffon Corporation.