

GRIFFON CORP
 Form 424B5
 June 15, 2018

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Aggregate Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Common Stock, par value \$0.25 per share	5,583,375	\$18.00	\$100,500,750	\$12,513

(1) Pursuant to Rules 415(a)(6) and 457(p) under the Securities Act, the registrant is carrying forward to this current Form S-3 \$58,100 in registration fees that were previously paid in connection with a registration statement on Form S-3 (Registration No. 333-203776) filed with the SEC on May 1, 2015, or the Prior Form S-3, which Prior Form S-3 has terminated. No securities were sold under the Prior Form S-3. As a result, the \$12,513 registration fee for the 5,583,375 shares of common stock to be registered hereunder has been fully offset against the registration fees that were previously paid in connection with the Prior Form S-3, leaving \$45,587 in registration fees under the Prior Form S-3 available to be offset against future registration.

PROSPECTUS SUPPLEMENT
(to Prospectus dated May 7, 2018)**4,855,109 Shares****GRIFFON CORPORATION****Common Stock**

The selling stockholder identified in this prospectus supplement is offering 4,855,109 shares of our common stock. We will not receive any proceeds from the sale of any shares by the selling stockholder.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol GFF. On June 14, 2018, the last reported sale price of our common stock on the NYSE was \$18.65 per share.

	Per share	Total
Public offering price	\$ 18.00	\$ 87,391,962
Underwriting discounts and commissions ⁽¹⁾	\$ 0.9450	\$ 4,588,078
Proceeds to the selling stockholder before expenses ⁽²⁾	\$ 17.0550	\$ 82,803,884

⁽¹⁾ See Underwriting (Conflicts of Interest)

⁽²⁾ We have agreed to pay certain expenses of the selling stockholder incurred in connection with the sale of the shares offered hereby.

The selling stockholder has granted the underwriters an option for a period of 30 days to purchase an additional 728,266 shares of common stock from the selling stockholder at the initial price to the public less the underwriting discounts. If the underwriters exercise their option in full, the total underwriting discounts and commissions payable by the selling stockholder will be \$5,276,289, and the total proceeds to the selling stockholder will be \$95,224,461. Assuming that the underwriters exercise their option to purchase additional shares of common stock from the selling stockholder, then after completion of this offering, we expect that the selling stockholder will no longer own any of our issued and outstanding common shares.

INVESTING IN OUR SECURITIES INVOLVES RISK. SEE RISK FACTORS BEGINNING ON PAGE S-18 OF THIS PROSPECTUS SUPPLEMENT AND IN THE DOCUMENTS INCORPORATED BY REFERENCE INTO THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS BEFORE DECIDING TO INVEST IN ANY OF OUR SECURITIES.

Neither the Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the shares of common stock is expected to be made on or about June 19, 2018.

Joint Book-Running Managers

J.P. Morgan Goldman Sachs & Co. LLC

**Baird Deutsche Bank Securities Wells Fargo Securities
Co-Managers**

CJS Securities Sidoti & Company, LLC

The date of this prospectus supplement is June 14, 2018.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is comprised of two parts: a prospectus supplement and an accompanying prospectus dated May 7, 2018. This prospectus supplement is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 under the Securities Act utilizing a shelf registration process.

This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of our common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated, or deemed to be incorporated, by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated, or deemed to be incorporated, by reference will automatically update and supersede this information. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document. You should read both this prospectus supplement and the accompanying prospectus together with any information incorporated by reference herein before investing in our common stock. See [Where You Can Find More Information](#).

We are responsible for the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free writing prospectus we prepare or authorize. None of us, the selling stockholder or the underwriters have authorized anyone to give you any other information, and we and the underwriters take no responsibility for any other information that others may give you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus are delivered or shares of common stock are sold on a later date. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. None of us, the selling stockholder or the underwriters are making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. We encourage you to consult your own counsel, accountant and other advisors for

legal, tax, business, financial and related advice regarding the purchase of the common stock offered by this prospectus supplement. None of us, the selling

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stockholder or the underwriters are making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

As used in this prospectus supplement, Griffon, we, our and us refer to Griffon Corporation and its subsidiaries, unless stated otherwise or the context requires otherwise.

INDUSTRY AND MARKET DATA

We obtained the market and competitive position data included in this prospectus supplement and the documents incorporated by reference in this prospectus supplement from our own research, surveys or studies conducted by third parties and industry or general publications. Industry publications and third-party surveys and studies generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these surveys, studies and publications is reliable, we have not independently verified such data and we do not make any representation as to the accuracy of such information. Similarly, we believe our internal research is reliable, but it has not been verified by any independent sources.

PRESENTATION OF FINANCIAL INFORMATION

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of non-GAAP financial measures. These measures are derived on the basis of methodologies other than generally accepted accounting principles in the United States, or GAAP. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and
- a statement disclosing the purposes for which the registrant's management uses the non-GAAP financial measure.

These rules prohibit, among other things:

- the exclusion of charges or liabilities that required, or will require, cash settlement, or would have required cash settlement absent an ability to settle in another manner; and
- the adjustment of a non-GAAP performance measure to eliminate or smooth items identified as nonrecurring, infrequent or unusual, when the nature of the charge or gain is such that it is reasonably likely to recur within two years or there was a similar charge or gain within the prior two years.

In this prospectus supplement, we disclose non-GAAP financial measures, including Segment Adjusted EBITDA. For a reconciliation of the non-GAAP financial measures presented herein to the most comparable GAAP measures, see Prospectus Supplement Summary Reconciliation of Non-GAAP Financial Measures. The non-GAAP financial measures described in this prospectus supplement are not a substitute for the GAAP measures of earnings or liquidity. We believe that the non-GAAP financial measures presented in this prospectus supplement reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results included or incorporated by reference into this prospectus supplement, provide a more complete understanding of factors and trends affecting our business. We believe that these non-GAAP financial measures are widely used by investors and are useful indicators to measure our performance. Because not all companies use identical calculations, our presentation of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus may contain, certain forward-looking statements within the meaning of the Securities Act of 1933, as amended, or the Securities Act, the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Private Securities Litigation Reform Act of 1995. Such statements relate to, among other things, income (loss), earnings, cash flows, revenue, changes in operations, operating improvements, industries in which Griffon operates and the United States and global economies. Statements in this prospectus supplement and the accompanying prospectus that are not historical are hereby identified as forward-looking statements and may be indicated by words or phrases such as anticipates, supports, plans, projects, expects, b should, would, could, hope, forecast, management is of the opinion, may, will, estimates, intends, opportunities, the negative of these expressions, use of the future tense and similar words or phrases. Such forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from those expressed in any forward-looking statements. These risks and uncertainties include, among others:

- current economic conditions and uncertainties in the housing, credit and capital markets;
- Griffon's ability to achieve expected savings from cost control, restructuring, integration and disposal initiatives;
- the ability to identify and successfully consummate and integrate value-adding acquisition opportunities;
- increasing competition and pricing pressures in the markets served by Griffon's operating companies;
- the ability of Griffon's operating companies to expand into new geographic and product markets and to anticipate and meet customer demands for new products and product enhancements and innovations;
- reduced military spending by the government on projects for which Griffon's Telephonics Corporation supplies products, including as a result of defense budget cuts or other government actions;
- the ability of the federal government to fund and conduct its operations;
- increases in the cost of raw materials such as resin, wood and steel;
- changes in customer demand or loss of a material customer at one of Griffon's operating companies;
- the potential impact of seasonal variations and uncertain weather patterns on certain of Griffon's businesses;
- political events that could impact the worldwide economy;
- a downgrade in Griffon's credit ratings;
- changes in international economic conditions, including interest rate and currency exchange fluctuations;
- the reliance by certain of Griffon's businesses on particular third party suppliers and manufacturers to meet customer demands;
- the relative mix of products and services offered by Griffon's businesses, which impacts margins and operating efficiencies;
- short-term capacity constraints or prolonged excess capacity;
- unforeseen developments in contingencies, such as litigation, regulatory and environmental matters;
- unfavorable results of government agency contract audits of Griffon's Telephonics Corporation;

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Griffon's ability to adequately protect and maintain the validity of patent and other intellectual property rights;
the cyclical nature of the businesses of certain of Griffon's operating companies;
possible terrorist threats and actions and their impact on the global economy.
the volatility of the share price of Griffon's common stock;
the future dilution of shares of common stock issued pursuant to this offering;
the future sales of a substantial number of shares of Griffon's common stock in the public market and any corresponding decrease in Griffon's share price;
the prevention or delay in a change of control of Griffon as a result of anti-takeover provisions in Griffon's restated certificate of incorporation, amended and restated bylaws and certain provisions of Delaware law;
the future issuance of shares of additional common stock or preferred stock of Griffon;
the payment of cash dividends on Griffon's common stock, which is subject to the discretion of Griffon's Board of Directors;
the integration of the companies Griffon acquires, including CornellCookson, Inc.;
Griffon's substantial indebtedness; and
the impact of recent and future legislative and regulatory changes, including, without limitation, the Tax Cuts and Jobs Act of 2017.

Additional important factors that could cause the statements made in this prospectus supplement and the accompanying prospectus or actual results of operations or financial condition of Griffon to differ are discussed under the caption "Item 1A. Risk Factors and Special Notes Regarding Forward Looking Statements" in our Annual Report on Form 10-K for the year ended September 30, 2017 or in our subsequent filings with the SEC incorporated by reference herein.

Readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date made. Griffon undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus and in the documents we incorporate by reference. This summary does not contain all of the information that you should consider before deciding to invest in our common stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including our consolidated financial statements and the related notes and the other documents incorporated by reference herein, before making an investment in our common stock.

Our Company

Griffon Corporation (NYSE:GFF) is a diversified management and holding company, which conducts business through wholly-owned subsidiaries with leading market shares across a variety of industries. We actively oversee the operations of these subsidiaries, providing them with a variety of services including the allocation of our resources and the management of their budgeting, liquidity and capital spending. Additionally, we provide direction and assistance in connection with operational initiatives, acquisitions, divestitures and other growth opportunities for each of our subsidiaries. We currently conduct our operations through two reportable segments: Home & Building Products, or HBP, and Defense Electronics through Telephonics Corporation, or Telephonics.

Our management team has decades of diverse industry experience with focused competencies in product development and innovation, customer and channel management and growth strategy, both organically and through acquisitions. Under the leadership of our CEO, Ronald J. Kramer, and our senior management team, we are constantly focused on improving and growing our business through implementation of best practices across our portfolio and geographies, strategic complementary acquisitions and select portfolio pruning. Our recent acquisitions of ClosetMaid LLC, or ClosetMaid, Kelkay Limited, or Kelkay, and CornellCookson, LLC., or CornellCookson, as well as the divestiture of our Clipay Plastics business, are strong evidence of our ability to transform and enhance our business.

For the twelve months ended March 31, 2018, assuming ClosetMaid, Kelkay and CornellCookson had been included in our results for the full period, we would have had revenue of \$2.1 billion and Pro Forma Segment Adjusted EBITDA (as defined below) of \$208.3 million*.

GRIFFON CORPORATION BUSINESS OVERVIEW

* Trailing twelve months revenue and Segment Adjusted EBITDA as of March 31, 2018 are calculated pro forma for ClosetMaid, Kelkay and CornellCookson acquisitions. Griffon evaluates performance and allocates resources based on each segment's operating results before interest income and expense, income taxes, depreciation and amortization, unallocated amounts (mainly corporate overhead), restructuring charges, loss on debt extinguishment and acquisition related expenses, as well as other items that may affect comparability, as applicable (Segment Adjusted EBITDA). The financial results for ClosetMaid, Kelkay and CornellCookson used to derive the pro forma revenue and Segment Adjusted EBITDA for the twelve months ended March 31, 2018 were compiled in the same manner. The financial results for ClosetMaid and Kelkay do not include any adjustments to remove items that may affect comparability. The financial results for CornellCookson include adjustments of \$7.2 million to remove the impact of costs primarily related to plant consolidations, product discontinuations and the associated impact of certain management compensation costs. For a reconciliation of the non-GAAP financial measures presented herein to the most comparable GAAP measures, see Reconciliation of Non-GAAP Financial Measures below.

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HOME & BUILDING PRODUCTS

Over the past five years, our ability to cultivate relationships and to team with strategic partners has enabled us to source and execute ten acquisitions, creating a broad portfolio of brands covering a large spectrum of home and building products. Our highly respected and recognized brands hold leading market positions in the United States, Canada, Australasia and the United Kingdom, and our most recent acquisitions of ClosetMaid and CornellCookson create cross-selling opportunities across our HBP segment. Our broad product line offering gives us a competitive advantage over other HBP suppliers by enabling us to provide our customers, which include home-centers and other mass merchandisers, with a differentiated value proposition to meet their customers' needs.

AMES

The AMES Companies, Inc., or AMES, founded in 1774 and acquired by us in 2010, is the leading U.S. manufacturer and a global provider of long-handled tools and landscaping products that make work easier for homeowners and professionals. AMES manufactures and markets a broad portfolio of long-handled tools and landscaping products. This portfolio consists of iconic brands and is anchored by four core product categories: long-handled tools, wheelbarrows, snow tools, and decorative planters and landscaping accessories. As a result of brand portfolio recognition, high product quality, industry leading service and strong customer relationships, AMES has earned market-leading positions in its four core product categories.

AMES sells products throughout North America, Australia, New Zealand and Europe through (1) retail centers, including home centers and mass merchandisers, such as The Home Depot, Inc., or Home Depot, Lowe's Companies Inc., or Lowe's, Wal-Mart Stores Inc., or Walmart, Canadian Tire Corporation, Limited, Costco Wholesale Corporation, Rona Inc., or Rona, Bunnings Warehouse, or Bunnings, and Woodies (with the average length of the relationship with these customers being approximately 30 years); (2) wholesale chains, including hardware stores and garden centers, such as Ace, Do-It-Best and True Value Company; and (3) industrial distributors, such as W.W. Grainger, Inc. and ORS Nasco.

AMES' brands are among the most recognized across primary product categories in the North American, Australian and United Kingdom long-handled tools and landscaping product markets. Its brand portfolio includes AMES®, True Temper®, Garant®, Harper®, UnionTools®, Westmix™, Cyclone®, Southern Patio®, Northcote Pottery™, Nylex®, Hills®, Kelkay®, Tuscan Path®, La Hacienda®, Kelso™, and Dynamic Design™, as well as contractor-oriented brands including Razor-Back® Professional Tools and Jackson® Professional Tools. This strong portfolio of brands enables AMES to build and maintain long-standing relationships with leading retailers and distributors. In addition, given the breadth of its brand portfolio and product category depth, AMES is able to offer specific, differentiated branding strategies for key retail customers. These strategies have focused on enhancement of brand value, with the goal of de-commoditizing AMES products through the introduction of identity and functionality elements that will make each top brand unique, attractive and visually recognizable by the consumer. The visual brand transformation of the AMES® and Razor-Back® brands were completed in 2015, and the True Temper® line roll-out was completed in 2016. In addition to the brands listed, AMES also sells private label branded products, further differentiating AMES in its customer offerings.

ClosetMaid

ClosetMaid, founded in 1965 and acquired by us on October 2, 2017 for \$165 million, net of post-closing adjustments and estimated tax benefits, is a leading North American manufacturer and marketer of closet organization, home storage and garage storage products, and sells to some of the largest home center retail chains, mass merchandisers and direct-to-builder professional installers in North America. ClosetMaid designs, manufactures and sells a comprehensive portfolio of wire and wood shelving, containers, storage cabinets and other closet and home

organization accessories under the highly recognized ClosetMaid brand name and other private label brands.

ClosetMaid offers a diversified and well-balanced mix of wood and wire storage and organizational solutions.

ClosetMaid's wood solutions include closet systems, cube storage, storage furniture and cabinets targeted at customers looking for functional storage with a strong aesthetic appeal and the look of quality

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furniture. Selected wood product brands include MasterSuite®, Suite Symphony™, Impressions™, ExpressShelf®, and SpaceCreations®. ClosetMaid's wire solutions include wire shelving and hardware, wire accessories and kitchen storage products that provide affordable, customizable, versatile and durable solutions for single and multi-family homes. Selected wire product brands include Maximum Load®, SuperSlide® and ShelfTrack®.

ClosetMaid's large customer base is diversified among various industries. Key retail customers of ClosetMaid include Home Depot, Target, Lowe's and Walmart (with the average length of the relationship with these customers being greater than 30 years). ClosetMaid also works with key builders such as D.R. Horton, KB Home, Lennar and NVR. Inc., or NVR.

Clopay Building Products

Founded in 1964 and acquired by us in 1986, Clopay Building Products Company, Inc., or CBP, has grown organically and through tuck-in acquisitions to become the leading manufacturer and marketer of residential sectional garage doors, and among the largest manufacturers of commercial sectional doors, in the United States. CBP manufactures a complete line of entry door systems uniquely designed to complement its popular residential garage door styles. The majority of CBP's sales come from home remodeling and renovation projects, with the balance from new residential housing construction and commercial building markets. Sales into the home remodeling market are driven by the aging of the housing stock, existing home sales activity, and the trends of improving both home appearance and energy efficiency.

On June 4, 2018, CBP acquired CornellCookson, a leading U.S. manufacturer and marketer of rolling steel door and grille products designed for commercial, industrial, institutional and retail use, for \$180 million. After taking into account estimated tax benefits resulting from the transaction, the effective purchase price is expected to be \$170 million, subject to certain adjustments. Cornell, founded in 1828, purchased Cookson, founded in 1938, in 2008. The acquisition of CornellCookson expands CBP's existing footprint in the commercial channel and strengthens our relationships with professional dealers and installers. CBP had previously partnered with CornellCookson on customer solutions over 8 years. Consolidating the companies allows us to broaden our existing portfolio of brands, products and customers to serve the market more efficiently with multiple types of doors and creates additional exposure to adjacent markets of wood and steel doors. Similar distribution and product composition allows for potential cost savings opportunities across distribution networks and commodity purchasing. See Recent Developments.

CBP's market-leading brands include Clopay®, America's Favorite Garage Doors®, Holmes Garage Door Company® and IDEAL Door®, as well as the newly acquired Cornell® and Cookson® commercial door brands. Clopay has been the only residential garage door brand to hold the Good Housekeeping Seal of Approval. CBP distributes its products through a wide range of distribution channels, including a national network of 51 distribution centers. Additionally, products are sold to approximately 2,100 independent professional installing dealers and to major home center retail chains including Home Depot and Menards (with the average length of the relationship with these customers being greater than 25 years). CBP maintains strong relationships with its installing dealers and believes it is the largest supplier of residential garage doors to the retail and professional installing channels in North America.

DEFENSE ELECTRONICS

Telephonics Corporation

Telephonics, founded in 1933, is recognized globally as a leading provider of highly sophisticated intelligence, surveillance and communications solutions that are deployed across a wide range of land, sea and air applications. Telephonics designs, develops, manufactures and provides logistical support and lifecycle sustainment services to defense, aerospace and commercial customers worldwide. For the trailing twelve months ended March 31, 2018,

approximately 61% of the segment's sales were to the U.S. government and agencies thereof, as a prime or subcontractor, 33% to international markets and 6% to commercial markets.

Telephonics is organized into four primary business lines: Radar Systems, Communications and Surveillance, Systems Engineering Commercial Products and Telephonics Large Scale Integration (TLSI). Radar Systems specializes in maritime surveillance, search and rescue, and weather surveillance solutions.

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Communications and Surveillance Systems provides intercommunication systems with wireless extensions that distribute voice and data on a variety of platforms, Identification Friend or Foe (IFF) interrogators, border surveillance systems and Air Traffic Management (ATM) products. Telephonics Systems Engineering Group (SEG) provides highly technical threat and radar systems engineering as well as analytic support to a wide range of customers, including the United States Missile Defense Agency and Ballistic Missile Defense Program. Commercial Products specializes in commercial audio products. TLSI is a full-service designer and provider of high-voltage, high-temperature, low-power, mixed-signal System-on-Chip (SoC) and custom Application Specific Integrated Circuits (ASICs).

To meet the unique challenges of operating in an increasingly complex industry that is faced with continued economic and budgetary pressure on U.S. defense procurement, Telephonics has adapted its core surveillance and communications products, typically used by the U.S. government and its agencies, to meet the needs of international customers in both defense and commercial markets. Telephonics two largest product lines include maritime surveillance radar and aircraft intercommunication management systems and as Telephonics continues to concentrate on adjacent markets to grow these product lines both domestically and internationally, the company remains focused on delivering high-quality products and services that protect military personnel and civilian interests world-wide.

Based on long-established relationships supported by existing contractual arrangements, Telephonics is a first-tier supplier to prime contractors in the defense industry such as Lockheed Martin Corporation, or Lockheed Martin, The Boeing Company, or Boeing, Northrop Grumman Corporation, or Northrop Grumman, MacDonald Dettwiler and Associates Ltd., or MacDonald Dettwiler, Airbus Military, Airbus Helicopters, Leonardo (Agusta Westland) Helicopters, or Agusta Westland, and SAAB (with the average length of the relationship with these customers being greater than 20 years), and is a prime contractor to the U.S. Department of Defense, or the DoD. The significance of each of these customers to Telephonics revenue fluctuates on an annual basis, based on the timing and funding of the Original Equipment Manufacturers (OEM) contract award, and the technological scope of the work required. Key products include maritime radars, identification friend or foe systems, mobile surveillance and communication systems. The significant contraction and consolidation in the U.S. and international defense industry provides opportunities for established first-tier suppliers to capitalize on existing relationships with major prime contractors and to play a larger role in defense systems development and procurement for the foreseeable future. Contract backlog at March 31, 2018 increased to \$358.0 million from \$332.0 million at December 31, 2017, with 67% expected to be fulfilled in the next twelve months.

Our Industries

We operate in two industries: building products and aerospace and defense.

Home & Building Products Industry Overview

We operate in the building products sector where demand for our products is heavily influenced by the repairing and remodeling, or R&R, of existing homes, construction of new homes and commercial construction expenditures. We believe that a large portion of our HBP revenue is driven by the residential repair and remodel markets. Recent industry forecasts and market data suggest that recovery in the building products industry is ongoing.

We believe the long-term growth prospects for the industry remain positive. Despite continued positive momentum in the housing recovery, current seasonally-adjusted annualized housing starts are still well below the 50-year average. According to the National Association of Home Builders, or NAHB, annual rates for new single-unit housing starts were 0.78 million and 0.85 million units in 2016 and 2017, respectively, compared to the 50-year average of 1.03 million. Annual rates for U.S. total housing starts were 1.17 million and 1.2 million units in 2016 and 2017, respectively, compared to the 50-year average of 1.4 million. According to the U.S. Census Bureau of the Department

of Commerce, seasonally adjusted annual construction spending was estimated to have reached \$1.285 billion in March 2018, up 3.6% from the March 2017 estimate of \$1.239 billion.

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Residential Improvement Expenditures

Projected growth in R&R expenditures. According to the Leading Indicator of Remodeling Activity estimate issued by the Harvard University Joint Center for Housing Studies, the four-quarter moving average of homeowner improvement expenditures is expected to be \$324.9 billion in the second quarter of 2018 and is expected to grow at or above 7% through the first quarter of 2019.

Aging of the Housing Stock. The Harvard University Joint Center for Housing Studies has indicated that low levels of new construction in recent years have pushed up the median age of owner occupied homes to nearly 40 years. There are currently over 74.4 million existing homeowners that will require regular investment to offset normal wear and keep these properties in working condition. The median estimated age of an owner-occupied home increased from 23 years in 1985 to 37 years in 2013, according to a 2013 American Housing Survey. We believe the aging housing stock will continue to drive demand for residential repair and remodeling projects.

Projected growth within existing home sales. Also known as resales, existing home sales represent the bulk of single-family housing transactions each year and are, therefore, one of the most important drivers. According to the National Association of Realtors, annualized, seasonally-adjusted existing home sales were 5.5 million in 2017, but are projected to grow to 5.7 million in 2019, a 1.3% compound annual growth rate.

Housing Starts. Average industry forecasts from leading associations (National Association of Homebuilders, National Association of Realtors, Mortgage Bankers Association and Fannie Mae) suggests total housing starts will grow from 1.203 million in 2017 to 1.390 million in 2019, representing a 7.5% compounded annual growth rate.

Energy efficiency. Interest in sustainable remodeling projects is increasing due to growing environmental awareness and concerns over high energy costs. We believe that consumers of environmental products will gravitate towards those building projects that offer environmental and, in turn, energy efficiency benefits.

Non-residential construction. The non-residential building products market contracted significantly during the economic downturn, but, as the economy continues to recover, this end market is expected to benefit from

accompanying improvements in consumer confidence, increased consumer disposable income and greater access to financing. According to the American Institute of Architects, or AIA, inquiries for new projects accelerated in 2017, with the index rising to 62 from 58 in 2016. The Architecture Building Index, or ABI, reflected increasing demand for design services throughout most of 2017 and was 52 for the month of April, 2018 indicating that firms in aggregate were reporting an increase in activity. According to Dodge Data & Analytics, U.S. commercial & industrial construction spend is forecasted to increase by 3.3%, with volumes increasing by 2.8% in 2018 compared to 2017.

Other market considerations. Because AMES serves multiple categories of end-users ranging from individual consumers and households to industrial companies, and operates through retail and well as industrial distribution channels, it is uniquely positioned to benefit from improving conditions of consumers and their spending levels, as well as the improving conditions of industrial businesses. Additionally, a growing senior population is expected to boost spending within selected residential building products categories, particularly lawn and garden retail sales. With a large portion of the baby boomer population approaching retirement, the number of individuals with excess free time to spend on activities like home gardening is on the rise. Aging baby boomers are the fastest growing segment of the U.S. population and are driving a significant portion of the growth in the lawn and garden market. In addition, homeowners are increasingly looking at their gardens as a place of tranquility. We also believe U.S. consumers are interested in using the garden to increase their self-sufficiency and reduce grocery bills. Finally, rooftop, vertical and glasshouse gardens are expected to become part of the residential garden, particularly due to urbanization.

Aerospace and Defense Industry Overview

The defense environment has been significantly altered over the last few years through a fundamental shift in focus from a traditional threat-based model to one that emphasizes a broad range of capabilities needed to respond to all contingencies, with the overarching goal of full-spectrum dominance to defeat any adversary or control of any situation across the full range of military operations. This change has manifested itself through increased focus and budget allocations to develop capabilities in C4ISR (command, control, communications, computers and intelligence, surveillance and reconnaissance), unmanned systems and networked information technologies. The DoD's emphasis on systems interoperability, advances in intelligence gathering, and the provision of real-time relevant data to battle commanders, often referred to as the common operating picture, have increased the electronic content of nearly all major military procurement and research programs.

Tightening military budgets and the emergence of information-based, network-centric warfare have led militaries around the world to become increasingly reliant on information and communication technologies. These technologies provide critical advantages in battlefield, support and logistics operations. In particular, by enhancing situational awareness (knowledge of the location and strength of friendly and unfriendly forces during battle), militaries can significantly increase the likelihood of success during a conflict. We therefore believe that, in spite of the uncertainty regarding U.S. defense spending, there is significant opportunity for growth in the international defense market for information technologies and defense electronics, which Telephonics is well positioned to benefit from.

DoD funding of \$209 billion was approved for fiscal year 2018 and \$237 billion of funding is anticipated to be allocated toward fiscal year 2019 procurement and research, development, test and evaluation efforts, including C4ISR capabilities, to support DoD priority modernization initiatives.

Competitive Strengths

We believe our competitive strengths include:

Leading market positions across diverse product segments

We believe that we have established leading positions across many of our HBP categories. Based on revenue, we are the leading U.S. manufacturer and global provider of long-handled tools and landscaping products for homeowners and professionals; the leading North American manufacturer and distributor of wood and wire home storage and organization products; and the leading North American manufacturer and marketer of residential garage and commercial sectional doors, rolling steel doors and grille products designed for commercial, industrial and institutional retail use. We achieved this success by developing a broad offering of high quality products and providing superior service to our customers. Our broad product line offering gives us a competitive advantage over other HBP suppliers by enabling us to provide our customers, which include home-centers and other mass merchandisers, with a differentiated value proposition to meet their own customers' needs.

Within our product lines, Telephonics is an important supplier to large prime contractors in the defense industry such as Lockheed Martin, Boeing, Northrop Grumman, MacDonald Dettwiler, Airbus, Agusta Westland, Sikorsky Aircraft and the DoD.

Our market leadership across our subsidiaries is driven by a reputation for product innovation, high quality, strong customer service, breadth of product portfolio, strong brands and ability to compete effectively in all relevant channels.

Portfolio of highly recognized, strong Home & Building Products brands

We manage a broad portfolio of over twenty widely recognized and respected brands covering a large spectrum of home and building products with strategic positions in the U.S., Canada, Australasia and the United Kingdom. Our brands have long histories with strong established relationships that provide momentum and a solid foundation for growth.

Our leading brands, such as Clopay®, CornellCookson, AMES®, True Temper®, and ClosetMaid®, are well recognized in their respective industries. Each of our division benefits from a broader portfolio of brands, notably:

AMES®, True Temper®, Garant®, Harper®, UnionTools®, Westmix™, Cyclone®, Southern Patio®, Northcote Pottery™, Nylex®, Hills®, Kelkay®, Tuscan Path®, La Hacienda®, Kelso™, Dynamic Design™, as well as contractor-oriented brands including Razor-Back® Professional Tools and Jackson® for the AMES division. ClosetMaid®, MasterSuite®, Suite Symphony™, Impressions™, ExpressShelf®; SpaceCreations® for ClosetMaid's wood products; and Maximum Load®, SuperSlide® and ShelfTrack® for ClosetMaid's wire solutions. Clopay®, America's Favorite Garage Doors®, Holmes Garage Door Company®, IDEAL Door® and the newly acquired Cornell® and Cookson® commercial door brands for the Clopay division.

This broad portfolio of brands enables us to offer specific, differentiated branding strategies for key customers. Our extensive product line breadth, industry-leading brands associated with premium quality products and global platform enable us to build and maintain long-standing relationships with leading retailers and distributors.

Attractive end-market outlook across our businesses

Our business segments participate in two distinct industries—building products and aerospace and defense—each with unique attributes and market drivers.

Comprising over 80% of our revenue, the HBP segment will lead our overall business in the near-term as the housing market continues to recover from its historic bottom. The Leading Indicator of Remodeling Activity estimate issued by the Harvard University Joint Center for Housing Studies calls for the four-quarter moving average of homeowner improvement expenditures to be \$324.9 billion in the second quarter of 2018 and is expected to grow at or above 7% through the first quarter of 2019. We believe we will benefit from our exposure to the more resilient R&R market, which, according to IHS Economics, is forecast to experience a 2.0% compounded annual growth rate from 2017 to 2020E.

The remaining 20% of our revenue comes from the Defense Electronics industry through our subsidiary, Telephonics, which has historically been a consistent performer driven by our long-standing relationship with the U.S. government. The DoD budget is increasing from its low point of a few years ago and, as a result, we believe the defense electronics industry currently has a positive near term outlook. The annual budget of the DoD, our main customer in this segment representing over 60% of our revenue in our Telephonics division, increased by 5.4% from 2017 to 2018. Our funded backlog increased from \$332.0 million at December 31, 2017 to \$358.0 million at March 31, 2018, of which 67% is expected to be fulfilled in the next twelve months. This funded backlog represents unfilled firm orders for our products for which customer funding has been authorized and provides us with visibility into the segment's performance. We see significant opportunities from an expansion of the U.S. Navy fleet; international opportunities, particularly in the Middle East and Asia; and growing border and perimeter security markets, both in the U.S. and abroad. We are positioned to benefit from the expected increase in defense spending in the next few years.

Stable and diversified customer base with long-standing relationships

In our HBP segment, we have a multi-channel distribution network that serves both the new construction and home repair and remodeling end markets through our broad customer base of specialty and wholesale distributors, retail home centers, remodeling dealers and builders.

We have developed long-standing relationships with a large, blue chip and expansive customer base. We notably serve many of the industry's leading companies, including Home Depot, Lowe's, Menards, Walmart, Costco, Rona, Bunnings, Woodies, Ace, True Value Company, Grainger, ORS Nasco and Canadian Tire, with the average length of relationship with these customers being greater than 20 years. In many cases, we have grown along with these customers, often maintaining sales offices adjacent to the customer to ensure efficient product placement and timely service.

We work closely with numerous mass merchants, clubs, regional retailers, co-ops and approximately 2,100 independent installing dealers. We are especially proud to be the exclusive supplier of residential garage doors for Home Depot and Menards. CBP distributes its garage doors directly to its customers from its manufacturing facilities and through its distribution centers located throughout the U.S. and Canada. ClosetMaid's large customer base is diversified among various industries and includes key retail customers such as Home Depot, Target, Lowe's and Walmart and key building customers such as D.R. Horton, KB Home, Lennar and NVR.

The success of our Telephonics segment has been driven by our strategic nexus with the U.S. government and its agencies, which represents over 60% of our segment's revenues and which we have served for over 30 years. Additionally, we have been a major supplier of information and communications technologies to many of

the world's most prestigious aerospace and defense firms, including Boeing, Northrop Grumman, General Dynamics, Lockheed Martin and Airbus.

Throughout our history, we have earned a leading position with our customers by leveraging our innovative products, customer service and scale to successfully meet our partners' product and logistical goals. We understand the strategic importance of these relationships and are highly focused on building these relationships into the future.

Track record of integrating and improving acquired businesses

Over the past five years, our ability to cultivate relationships and team with strategic partners has enabled us to source and execute ten acquisitions, creating a broad portfolio of brands covering a large spectrum of home and building products. We acquire businesses that have durable competitive strengths within their respective markets at sensible prices that have the potential for attractive long-term returns.

Our acquisition of ClosetMaid, which is in the process of being combined with our AMES business, has been immediately accretive to cash flow and earnings. We expect to leverage our distribution, manufacturing and dealer network to create cross-selling opportunities and take advantage of available cost savings opportunities across our commodity purchasing and back office operations.

The acquisition of CornellCookson expands our footprint in the commercial channel and strengthens our relationships with professional dealers and installers. CBP had previously partnered with CornellCookson on customer solutions. This consolidation of the companies allows us to broaden our existing portfolio of brands, products and customers to serve the market more efficiently with multiple types of rolling steel and sectional product offerings, and create additional exposure to adjacent markets. We believe that the similar distribution and product composition of these brands will allow us to realize savings in warehousing, distribution, manufacturing, and sourcing.

We view our ability to identify, execute and integrate acquisitions as one of our core strengths and expect that this offering will improve our financial position and flexibility, enabling us to more effectively service our customers.

Strategic actions driving margin and free cash flow improvement

From 2014 through 2017, we implemented a series of strategic actions within the HBP segment, resulting in the improvement of the Segment Adjusted EBITDA margin of HBP by 350 basis points, from 7.9% to 11.4%.

From January 2013 through the first quarter of 2015, we improved manufacturing and distribution efficiency within AMES by closing certain U.S. manufacturing facilities and consolidating operations into our Camp Hill and Carlisle locations. In addition, we implemented a more consistent product visual brand language to reinforce our brand identity and reduce product stock keeping units, or SKUs, and further streamlined our product offerings. We estimate that these initiatives by AMES resulted in annual cash savings exceeding \$10.0 million.

In Australia, we consolidated the acquisitions of Cyclone and Northcote Pottery with our AMES business in Australia, which were initially located at 15 legacy distribution sites into 6 sites, and we integrated their operations under a unified management organization. The subsequent Australian acquisitions of Nylex, Hills and Tuscan Path have been integrated into these current sites.

Beginning in October 2015, CBP invested in a 250,000 square foot expansion of its state-of-the-art Troy, Ohio manufacturing facility to address increased customer demand, particularly for the newer and more innovative garage door products. This allowed HBP to better address customer demand for products yielding improved mix.

In February 2018, we completed the sale of our Clopay Plastics segment to Berry Global Group, Inc. for \$475.0 million. In addition to providing liquidity for subsequent acquisitions that were strategic to our HBP segment, this divestiture reduced our capital expenditure requirements as a percentage of 2017 sales, from 3.3% for Griffon,

including Clopay Plastics, to 2.4% for Griffon, excluding Clopay Plastics, resulting in stronger free cash flow conversion. We expect stable cash flow generation from our operations to continue.

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Strong and highly experienced management team

Our management team has decades of diverse industry experience with focused competencies in operational excellence, product development and innovation, customer and channel management and growth strategy, both organically and through acquisitions. We have a highly experienced management team with a successful track record of profitable growth and demonstrated leadership in cyclical markets, including an ability to reduce costs, improve operational efficiencies and successfully introduce new products. Griffon's senior management team has an average of 30 years of professional experience and average of 10 years with Griffon. Our recent acquisitions of ClosetMaid and CornellCookson, as well as the strategic repositioning of our portfolio through the divestiture of our Clopay Plastics business, are strong evidence of our ability to transform and enhance our business. Our management holds, and will continue to hold, a significant equity interest in our company reflecting their confidence in, and ongoing commitment to, the future growth and success of our businesses.

Business Strategy

Pursue profitable, multi-faceted organic sales growth

We seek to deliver profitable organic revenue growth through several strategic initiatives, including product innovation, brand and marketing investment, channel management, and cross geography product introduction. These strategic initiatives will drive our sales mix to include more value-added, higher margin products.

Product innovation

We will continue to invest capital to develop new products and enhance the functionality of our existing products. In response to evolving customer requirements, we routinely update our core products and technologies and coordinate with customers at the earliest stages of new program and product development. Our product and technological developments are accomplished both through internally-funded R&D projects, as well as through strategic partnerships with customers to better serve customized demand. Our success in AMES is driven by our ability to continuously innovate high quality tools that meet customer requirements in timely order. In CBP, we continually improve our garage and rolling steel door offering through development efforts focused on characteristics such as strength, design and energy efficiency. Recent key new products include higher end foam and insulated garage doors. ClosetMaid continually improves existing products as well as develops new products to satisfy consumer needs, expand revenue opportunities, maintain or extend competitive advantages, increase market share and reduce production costs.

In order for Telephonics to continually offer affordable solutions that provide relevant and required feature, it works closely with prime customers to ensure that there is a future market for its products by investing in R&D in desired enhancements and new projects.

As an established innovator, we will continue to leverage our engineering and scientific capabilities to exceed our customers' minimum specifications, providing them with greater performance, flexibility and value. The selection of our R&D projects is based on available opportunities in the marketplace, as well as input from our customers. Over the past 3 years, we have invested over \$15.0 million in our Defense Electronics R&D initiatives per annum, representing approximately 4% of the segment's revenue.

Brand and marketing investment

We are making meaningful investments in marketing initiatives designed to enhance the positioning of our portfolio of brands. Our HBP segment maintains a strong promotional presence, in both traditional and digital media. We

believe these branding initiatives are key marketing tools for expanding our customer base, leveraging our distribution network and increasing our market share.

Channel management

We are implementing initiatives and investing in tools and technology to enhance our relationships with key customers through our multi-channel distribution platform. The goal of these new initiatives is to make it easier for our customer to source from our brands, and support their ability to sell our products in the

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marketplace. As one example, CBP has developed a web application, My Door®, that guides professional dealers and consumers through an easy to use visualization and pricing program, allowing them to select the optimal door for their home. To assist our professional dealers, this system also serves as an integrated order taking system to provide a quick and seamless process from customer selections to a product order.

Cross geography product introduction

We will continue to leverage our existing global relationships and market-share leading positions to target new multinational and regional customers. We will also continue to work closely with external research firms and other organizations to identify and capitalize on emerging consumer and professional end-user trends. In addition, we plan to leverage our extensive distribution network to market our existing products more broadly and to aggressively rollout our new, technologically enhanced product offerings. We have been successful in expanding our customer base in international markets and will continue to use our incumbent status on major platforms to bolster our international presence.

Maintain a strong balance sheet to maintain flexibility for future investments

We have set a long-term target leverage of 3.0x to 3.5x net debt to EBITDA, which we expect to achieve in the next 3-5 years through increased EBITDA and free cash flow. We expect to maintain sufficient liquidity to give us the ability to capitalize on tuck-in acquisition opportunities supporting the strategic goals of our businesses.

Continuous improvement and cost savings initiatives

We are highly focused on cost reductions and margin improvement. In addition to our existing programs, we will continue to implement new initiatives and operating strategies at the corporate and segment levels to further enhance our performance. Initiatives are developed and tracked at the segment level with corporate guidance.

Our recent actions have already helped us to improve our Segment Adjusted EBITDA margins. From 2014 through 2017, we implemented a series of strategic actions within the HBP segment, resulting in the improvement of the Segment Adjusted EBITDA margin of HBP by 350 basis points, from 7.9% to 11.4%. We believe that our focus on operational excellence will result in the continued expansion of our profit margins. We note that we are in the early stages of integration of our ClosetMaid and CornellCookson acquisitions, and expect continued margin improvement in those businesses as our cost savings initiatives are implemented.

Over the long-term, we plan to continue to optimize our manufacturing and distribution networks in existing and select new geographic markets. Where appropriate, we will continue to pursue joint ventures and other agreements to leverage the operating experience, technical expertise and local market knowledge of our strategic partners. AMES recent expansion into the United Kingdom includes the acquisitions of La Hacienda Limited, or La Hacienda, and Kelkay, both completed in the last 12 months.

Continue to supplement organic sales growth with strategic acquisitions

Making strategic acquisitions is an important part of our growth plan. The Home and Building Products sector, in particular the non-powered lawn and garden industry, is highly-fragmented and provides significant acquisition opportunities. AMES has completed several bolt-on acquisitions in the last 18 months, including the acquisitions of Nylex, Hills, La Hacienda, Kelkay, Tuscan Path and Harper Brush Works. These acquisitions broaden AMES' global outdoor living and lawn and garden business, strengthen AMES' industry leading position in Australia and support AMES' UK expansion strategy. Nylex and Hills are highly recognized brands in Australia and further supplement AMES' iconic brands. We also completed larger transactions, with the acquisition of ClosetMaid for \$165 million, net

of post-closing adjustments and estimated tax benefits, in October 2017, and we closed on the acquisition of CornellCookson for \$170 million, net of estimated tax benefits, on June 4, 2018. As global economic conditions improve, we will continue to seek out, evaluate and, where appropriate, acquire additional businesses in the HBP and Defense Electronics markets that can benefit from our global distribution channels and offer potentially attractive returns on capital.

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We have historically funded our acquisitions and other growth initiatives with cash on hand, through free cash flow generated from our business, as well as through external financing sources. The proceeds of this offering would also be available to fund these and future acquisitions. Where we have utilized debt financing, we believe we have financed such growth appropriately.

Recent Developments

Acquisition of CornellCookson

On June 4, 2018, CBP acquired CornellCookson, a leading US manufacturer and marketer of rolling steel door and grille products designed for commercial, industrial, institutional and retail use, for \$180 million subject to certain post-closing adjustments. After taking into account estimated tax benefits resulting from the transaction, the effective purchase price is approximately \$170 million. In the first full year of operations, Griffon expects CornellCookson to contribute \$200 million in net sales and \$0.15 in earnings per share. The proposed acquisition of CornellCookson complements CBP's existing portfolio of residential and commercial sectional doors with leading brands and products.

Corporate Information

We were incorporated in New York in 1959 and were reincorporated in Delaware in 1970. We changed our name to Griffon Corporation in 1995. Our principal executive offices are located at 712 Fifth Avenue, New York, New York 10019, and our telephone number is (212) 957-5000. Our website is located at <http://www.griffon.com>. We have not incorporated by reference into this prospectus supplement the information included on, or linked from, our website, and you should not consider it to be part of this prospectus supplement.

THE OFFERING

Issuer:	Griffon Corporation
Common Stock Offered by the Selling Stockholder:	4,855,109 shares
Common Stock to be Outstanding After this Offering:	45,624,500 shares
Option to Purchase Additional Shares of Common Stock:	The selling stockholder has granted the underwriters an option for a period of up to 30 days from the date of this prospectus supplement to purchase up to 728,266 additional shares of our common stock from us at the public offering price less any underwriting discounts and commissions. Assuming that the underwriters exercise their option to purchase additional shares of common stock from the selling stockholder, then after completion of this offering, we expect that

the selling stockholder will no longer own any of our issued and outstanding common shares.

Use of Proceeds:

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholder. See Selling Stockholder for more information about the selling stockholder.

Dividend Policy:

During 2017, 2016 and 2015, we declared and paid dividends totaling \$0.24 per share, \$0.20 per share and \$0.16 per share, respectively. On January 30, 2018, the Board of Directors declared a quarterly cash dividend of \$0.07 per share, paid on March 22, 2018. On March 7, 2018, the Board of Directors declared a special cash dividend of

\$1.00 per
share, paid on
April 16, 2018.

On May 3,
2018, the
Board of
Directors
declared a
quarterly cash
dividend of
\$0.07 per
share, payable
on June 21,
2018.

We currently
pay and
currently
intend to pay
dividends on
our common
stock each
quarter;
however,
payment of
dividends is
determined by
the Board of
Directors at its
discretion
based on
various factors,
and no
assurance can
be provided as
to the payment
of future
dividends.

Because an
affiliate of
Goldman
Sachs & Co.
LLC, an
underwriter,
owns greater
than 10% of
our
outstanding
common stock
prior to this
offering and is
the selling

Conflicts of Interest:

stockholder
and will
receive at least
5% of the net
proceeds from
this offering,
Goldman
Sachs & Co.
LLC could be
deemed to
have a conflict
of interest
under Rule
5121 of the
Financial
Industry
Regulatory
Authority, Inc.,
or Rule 5121.
Accordingly,
this offering is
being made in
compliance
with the
requirements
of Rule 5121.
The
appointment of
a qualified
independent
underwriter is
not required in
connection
with this
offering
because a bona
fide public
market, as
defined in Rule
5121, exists
for our
common stock.
For additional
information
about these
matters, see
Use of
Proceeds and
Underwriting
(Conflicts of
Interest).

Risk Factors:

See Risk
Factors
beginning on
page S-19 of
this prospectus
supplement
and other
information
included in or
incorporated
by reference in
this prospectus
supplement
and the
accompanying

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prospectus, including the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended September 30, 2017 and any subsequent Quarterly Reports on Form 10-Q, which are incorporated herein by reference.

NYSE Listing: Our common stock is listed on the NYSE under the symbol "GFF".

Stock Transfer Agent and Registrar American Stock Transfer & Trust Co.

Registrar

Outstanding Shares of Common Stock: The number of shares of our common stock to be outstanding after this offering is based on 45,624,500 shares of common stock outstanding as of June 14, 2018, which includes 5,583,375 shares of common stock held by the selling stockholder, and excludes:

350,000 shares of common stock issuable upon exercise of outstanding options as of June 14, 2018, at a weighted average exercise price of \$20.00 per share; and
349,328 shares of common stock issuable upon vesting of outstanding restricted stock units; and

1,192,566 shares of common stock reserved for issuance under our 2016 Equity Incentive Plan; and

Unless we specifically state otherwise, this prospectus supplement reflects and assumes no exercise of outstanding options and no exercise by the underwriters of their option to purchase additional shares from the selling stockholder.

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RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The following table reconciles our calculations of Segment Adjusted EBITDA to income before taxes from continuing operations for the twelve months ended March 31, 2018 after giving effect to the acquisitions of ClosetMaid, Kelkay and CornellCookson on a pro forma basis:

	Pro Forma Twelve Months Ended March 31, 2018 (numbers in thousands)
Revenue	
Home & Building Products	\$ 1,689,408
Telephonics	373,939
Total	\$ 2,063,347
Segment Adjusted EBITDA	
Home & Building Products	\$ 174,032
Telephonics	34,233
Clopay Plastics	52,760
Segment Adjusted EBITDA	261,025
Less: Segment Adjusted EBITDA from discontinued operations	52,760
Total Segment adjusted EBITDA from continuing operations	208,265
Net interest (expense) income	(56,711)
Segment depreciation and amortization	(57,947)
Unallocated amounts	(42,609)
Acquisition costs	(12,906)
Plant transformation costs CornellCookson	(7,153)
Legal settlement costs	(5,137)
Cost of life insurance benefit	(2,614)
Income before taxes from continuing operations	\$ 23,188
Plant transformation costs CornellCookson	
One version and plant transformation	\$ (7,657)
Normalized EBITDA driven cash bonus	2,232
Non-cash stock appreciation rights plan expenses	(1,022)
North Carolina plant (Gastonia) closing	(519)
Private company expenses	(187)
Total	\$ (7,153)

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should review carefully the risks and uncertainties described below, as well as the risk factors in the documents incorporated by reference into this prospectus supplement, as updated by our subsequent filings under the Exchange Act incorporated by reference herein and in any related free writing prospectus we may authorize to be delivered to you. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impair our business operations.

Risks Relating to Our Common Stock and this Offering

Our share price could be volatile and could decline, resulting in a substantial or complete loss on your investment.

The stock markets (including the NYSE, on which we list our common stock) have experienced significant price and volume fluctuations. As a result, the market price of our common stock could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our financial condition, operating performance or prospects. The price of our common stock could be subject to wide fluctuations in response to a number of factors, including:

- our financial position and operating performance and the financial position and operating performance of similar companies;
- actual or anticipated differences in our financial position and operating results;
- changes in our revenue or earnings estimates or recommendations by securities analysts, or our failure to meet such estimates;
- publication of research reports about us or our industry by securities analysts;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions and departures of key personnel;
- strategic decisions by us or our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;
- the passage of legislation or other regulatory developments that adversely affect us or our industry;
- speculation in the press or investment community;
- the realization of any of the other risk factors presented or incorporated by reference in this prospectus supplement;
- actions by institutional stockholders;
- changes in accounting principles;
- terrorist acts; and
- general market conditions, including factors unrelated to our financial condition or performance.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

Investors in this offering may experience future dilution.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into, or exchangeable for, our common stock at prices that may not be the same as the price per share in this offering. We cannot assure you that we will be able to sell shares of our common stock or other related securities in any other offering at a price per share

that is equal to or greater than the price per share paid by investors in this offering. If the price per share at which we sell additional shares of our common stock or related securities in future transactions is less than the price per share in this offering, investors who purchase our common stock in this offering will suffer a dilution in their investment.

Future sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall.

Future sales of a substantial number of shares of our common stock in the public market by our existing and future stockholders, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise adequate capital through the sale of additional equity securities. We are unable to predict the effect that sales may have on the prevailing market price of our common stock.

In connection with this offering, we, all of our directors and executive officers have agreed not to sell shares of common stock for 90 days following the date of this prospectus supplement, subject to certain exceptions and circumstances. However, J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC may at any time release all or a portion of the common stock subject to these lock-up provisions. When determining whether or not to release any such shares subject to a lock-up agreement, J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC will consider, among other factors, the holder's reasons for requesting the release, the number or shares for which the release is being requested and the possible impact of the release of shares on the market price of our common stock. If such lock-up restrictions are waived, the affected common stock may be available for sale into the market, which could adversely affect the market price of our common stock.

Provisions in our certificate of incorporation or bylaws could prevent or delay a change in control of our company, even if such change in control would be beneficial to our shareholders.

Provisions of our restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law could discourage, delay or prevent a merger, acquisition or other change in control of our company, even if such change in control would be beneficial to our shareholders. These provisions include:

- authorizing the issuance of blank check preferred stock that could be issued by our Board to increase the number of outstanding shares and thwart a takeover attempt;
- establishing a classified Board so that not all members of our Board are elected at one time;
- the removal of directors only for cause;
- prohibiting the use of cumulative voting for the election of directors;
- limiting the ability of shareholders to call special meetings or amend our amended and restated bylaws;
- requiring all shareholder actions to be taken at a meeting of our shareholders and not by written consent; and
- establishing advance notice and duration of ownership requirements for nominations for election to the Board or for proposing matters that can be acted upon by shareholders at shareholder meetings.

These provisions could also discourage proxy contests and make it more difficult for you and other shareholders to elect directors of your choosing and cause us to take other corporate actions you desire. In addition, because our Board of Directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our shareholders to replace current members of our management team.

In addition, the Delaware General Corporation Law, or the DGCL, to which we are subject, prohibits us, except under specified circumstances, from engaging in any mergers, significant sales of stock or assets or business combinations with any shareholder or group of shareholders who owns at

least 15% of our common stock for three years following their becoming the owner of 15% of our common stock.

We may issue shares of preferred stock in the future, which could make it difficult for another company to acquire us or could otherwise adversely affect holders of our common stock, which could depress the price of our common stock.

Our restated certificate of incorporation authorizes us to issue one or more series of preferred stock. Our Board of Directors has the authority to determine the preferences, limitations and relative rights of the shares of preferred stock and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our shareholders. Our preferred stock could be issued with voting, liquidation, dividend and other rights superior to the rights of our common stock. The potential issuance of preferred stock may delay or prevent a change in control of us, discourage bids for our common stock at a premium to the market price, and materially and adversely affect the market price and the voting and other rights of the holders of our common stock.

Because the payment of cash dividends on our capital stock in the foreseeable future in subject to the discretion of our Board of Directors, capital appreciation may be your sole source of gain, if any.

During 2017, 2016 and 2015, we declared and paid dividends totaling \$0.24 per share, \$0.20 per share and \$0.16 per share, respectively. On January 30, 2018, the Board of Directors declared a quarterly cash dividend of \$0.07 per share, paid on March 22, 2018. On March 7, 2018, the Board of Directors declared a special cash dividend of \$1.00 per share, paid on April 16, 2018. On May 3, 2018, the Board of Directors declared a quarterly cash dividend of \$0.07 per share, payable on June 21, 2018. We currently intend to pay dividends each quarter. Payment of dividends is determined by the Board of Directors at its discretion based on various factors, and no assurance can be provided as to the payment of future dividends. Additionally, our current debt agreements restrict and any future debt agreements may restrict us from paying dividends. As a result, if we fail to pay cash dividends on our capital stock, capital appreciation, if any, of our common stock may be your sole source of gain.

We may not be able to successfully integrate the companies we acquire, including CornellCookson, or to realize the anticipated benefits of these acquisitions.

A successful integration of the companies we acquire, including CornellCookson, with our business will depend substantially on our ability to consolidate operations, corporate cultures, systems and procedures and to eliminate redundancies and costs. We may not be able to combine our business with the businesses of these companies, including CornellCookson, without encountering difficulties, such as:

- the loss of key employees;
- the disruption of operations and business;
- the retention of existing clients and the retention or transition of customers and vendors;
- the integration of corporate cultures and maintenance of employee morale;
- inability to maintain and increase competitive presence;
- customer loss and revenue loss;
- possible inconsistencies in standards, control procedures and policies;
- unexpected problems with costs, operations, personnel, technology and credit;
- inability to realize the estimated tax benefits of the acquisitions;
- problems with the assimilation of new operations, sites or personnel, which could divert resources from our regular operations; and/or

potential unknown liabilities associated with the companies we acquire. Additionally, general market and economic conditions or governmental actions generally may inhibit our successful integration of the companies we acquire.

Further, we expect that these companies, including CornellCookson, will result in various benefits including, among other things, benefits relating to enhanced revenues, and increased earnings and cash flows. We believe that the acquisition of CornellCookson, as well as other acquisitions we may make, will strengthen our HBP brand portfolio, expand our manufacturing, distribution and global sourcing capabilities and provide opportunities to leverage the segment. Additionally, we expect to derive potential benefits resulting from increased scale in our HBP segment which could result in cost savings from increased purchasing power, cross selling opportunities, internal sourcing opportunities, and technological and other operating efficiencies. Achieving the anticipated benefits of the acquisition of CornellCookson is subject to a number of uncertainties, including whether we can integrate the companies we acquire in an efficient and effective manner, whether or not the expected bases or sources of cost savings opportunities produce the benefits anticipated and general competitive factors in the marketplace. While we believe that our expectations regarding the achievement of cost savings opportunities and other benefits of these acquisitions are reasonable, there can be no assurance that the integration of such companies' operations, management and culture into ours will be timely or effectively accomplished. It is possible that the integration process could result in the loss of key employees, the disruption of our targets and our existing ongoing businesses, or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with customers.

In addition, our ability to realize the anticipated benefits are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control, such as changes to government regulation governing or otherwise impacting our industry, reductions in service levels under our contracts, operating difficulties, customer preferences, changes in competition and general economic or industry conditions. Consequently, we may overestimate the cost savings opportunities that will result from the acquisitions we make or underestimate the cost of implementing such cost savings opportunities.

Further, successful integration of our and the companies we acquire, including CornellCookson's, operations and personnel will place an additional burden on our management and our internal resources. The additional burden could lead to diversion of management attention, which could lead to a decrease in our future operating results and thereby negatively impact our financial condition.

Failure to achieve these anticipated benefits on the anticipated timeframe, or at all, could result in a reduction in the trading price of our shares as well as in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially and adversely affect our business, financial condition and operating results. Additionally, we will or have made fair value estimates of certain assets and liabilities in recording our acquisitions. Actual values of these assets and liabilities could differ from our estimates, which could result in our not achieving the anticipated benefits of the acquisitions we may make. Finally, any cost savings that are realized may be offset by losses in revenues or other charges to earnings.

Failure to successfully address these and other issues related to the expansion of our business could have a material adverse effect on our financial condition and results of operations, and could adversely affect our ability to successfully implement our business strategy. Also, if our growth occurs more slowly than anticipated or declines, our operating results could be materially adversely affected.

Our substantial indebtedness could adversely affect our financial condition.

We are highly leveraged company and have a significant amount of indebtedness. As of March 31, 2018, we and our subsidiaries had approximately \$1.1 billion of indebtedness (including \$1.0 billion of senior unsecured debt in the

form of 5.25% senior notes due 2022, \$14.9 million drawn under our revolving credit facility, \$64.7 million of other secured debt and \$27.2 million of other unsecured debt), and we would have had availability of \$320.2 million under our revolving

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credit facility (net of \$14.9 million drawn and \$14.9 million of outstanding letters of credit) subject to certain covenants.

Our substantial indebtedness could have important consequences to you. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes.

We expect to use cash flow from operations and borrowings under our revolving credit facility to meet our current and future financial obligations, including funding our operations, debt service and capital expenditures. Our ability to make these payments depends on our future performance, which will be affected by financial, business, economic and other factors, many of which we cannot control. Our business may not generate sufficient cash flow from operations in the future, which could result in our being unable to repay indebtedness, or to fund other liquidity needs. If we do not have enough capital, we may be forced to reduce or delay our business activities and capital expenditures, sell assets, obtain additional debt or equity capital or restructure or refinance all or a portion of our debt on or before maturity. We cannot make any assurances that we will be able to accomplish any of these alternatives on terms acceptable to us, or at all. In addition, the terms of existing or future indebtedness may limit our ability to pursue any of these alternatives.

Federal Income Tax Risks

The Tax Cuts and Jobs Act could have a negative effect on us, our subsidiaries and the holders of our securities.

On December 20, 2017, the U.S. House of Representatives and the U.S. Senate each voted to approve H.R.1, or the Tax Cuts and Jobs Act, and, on December 22, 2017, President Trump signed the Tax Cuts and Jobs Act into law. The Tax Cuts and Jobs Act makes significant changes to the United States income tax rules applicable to both individuals and entities, including corporations. The Tax Cuts and Jobs Act includes provisions that, among other things, reduce the U.S. corporate tax rate, introduce a capital investment deduction, limit the interest deduction, limit the use of net operating losses to offset future taxable income and make extensive changes to the U.S. international tax system. The Tax Cuts and Jobs Act is complex and far-reaching, and we cannot predict the impact its enactment will have on us, our subsidiaries and the holders of our securities.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholder. We have agreed, pursuant to the Registration Rights Agreement between us and the selling stockholder, dated September 29, 2008 to pay certain expenses of the selling stockholder incurred in connection with the sale of the shares offered hereby, excluding underwriting discounts. For more information about the selling stockholder, see Selling Stockholder.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2018 on a historical basis and on an as adjusted basis to give effect to this offering as if it had occurred on March 31, 2018. You should read this table in conjunction with, and the table is qualified in its entirety by reference to, the section of this prospectus supplement entitled "Use of proceeds" in this prospectus supplement and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes thereto included in applicable reports filed pursuant to the Exchange Act and incorporated by reference in this prospectus supplement, including our Annual Report on Form 10-K for the year ended September 30, 2017 and any subsequent Quarterly Reports on Form 10-Q, which are incorporated herein by reference.

	As of March 31, 2018	
	As	
	Actual	adjusted
	(Dollars in millions)	
Cash and Cash Equivalents	\$ 236.5	\$ 236.5
Debt:		
Revolving Credit Facility ⁽¹⁾	\$ 14.9	\$ 14.9
Senior Notes Due 2022	1,000.0	1,000.0
Other Debt ⁽²⁾	92.0	92.0
Total Debt	\$ 1,106.9	\$ 1,106.9
Total Equity ⁽³⁾	474.0	474.0
Total Capitalization	\$ 1,580.9	\$ 1,580.9

⁽¹⁾ As of March 31, 2018, we had \$14.9 million outstanding under our revolving credit facility. On an as adjusted basis as of March 31, 2018, there would have been \$320.2 million of availability under the revolving credit facility and \$14.9 million in letters of credit expected to be outstanding.

⁽²⁾ Amount consists of outstanding amounts under our ESOP loans, capital leases, foreign lines of credit and term loans and other long-term debt.

⁽³⁾ On January 30, 2018, the Board of Directors declared a quarterly cash dividend of \$0.07 per share, paid on March 22, 2018. On March 7, 2018, the Board of Directors declared a special cash dividend of \$1.00 per share, paid on April 16, 2018. On May 3, 2018, the Board of Directors declared a quarterly cash dividend of \$0.07 per share, payable on June 21, 2018.

PRICE RANGE OF COMMON STOCK

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol GFF. The following table sets forth, for the periods indicated, the high and low prices of our common stock, as well as dividends per share, as reported by the NYSE.

Fiscal Year	High	Low	Dividends Per Share
2015			
Quarter ended December 31, 2014	\$ 13.75	\$ 10.54	\$ 0.04
Quarter ended March 31, 2015	\$ 17.65	\$ 12.72	\$ 0.04
Quarter ended June 30, 2015	\$ 17.87	\$ 15.43	\$ 0.04
Quarter ended September 30, 2015	\$ 17.85	\$ 15.45	\$ 0.04
2016			
Quarter ended December 31, 2015	\$ 19.24	\$ 15.58	\$ 0.05
Quarter ended March 31, 2016	\$ 17.58	\$ 13.45	\$ 0.05
Quarter ended June 30, 2016	\$ 17.30	\$ 14.69	\$ 0.05
Quarter ended September 30, 2016	\$ 17.87	\$ 15.88	\$ 0.05
2017			
Quarter ended December 31, 2016	\$ 26.95	\$ 16.18	\$ 0.06
Quarter ended March 31, 2017	\$ 27.15	\$ 23.30	\$ 0.06
Quarter ended June 30, 2017	\$ 25.15	\$ 21.15	\$ 0.06
Quarter ended September 30, 2017	\$ 22.58	\$ 17.65	\$ 0.06
2018			
Quarter ended December 31, 2017	\$ 24.50	\$ 19.65	\$ 0.07
Quarter ended March 31, 2018	\$		