

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

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 25, 2021

GRIFFON CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 1-06620

Delaware
(State or other jurisdiction
of incorporation)

11-1893410
(IRS Employer
Identification No.)

712 Fifth Avenue, 18th Floor
New York, New York 10019
(Address of principal executive offices, including zip code)

(212) 957-5000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.25 par value per share	GFF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 — Other Events

In response to a shareholder communication, Griffon Corporation has provided a reconciliation of free cash flow for its fiscal years ended 2019 and 2020, which was disclosed in its proxy statement dated December 16, 2020, to net cash provided by operating activities for the same periods (the “Reconciliation”). A copy of the Reconciliation is attached as Exhibit 99.1 and incorporated by reference into this Current Report on Form 8-K.

Item 9.01 — Financial Statements and Exhibits**(d) Exhibits**

Exhibit

Number	Description
99.1	Reconciliation of Free Cash Flow to Net Cash Provided by Operating Activities

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 25, 2021

GRIFFON CORPORATION

By: /s/ Seth L. Kaplan

Seth L. Kaplan

Senior Vice President, General Counsel and Secretary

**Reconciliation of Free Cash Flow to
Net Cash Provided by Operating Activities**

The free cash flow mentioned in our proxy statement and other documents we issue, including the investor presentation posted on our website, is defined as net cash provided by operating activities in the period, minus payments for property, plant and equipment made in the period, plus proceeds from the sale of property, plant and equipment in the period.

While free cash flow is not a Generally Accepted Accounting Principles (“GAAP”) measurement, we believe that our calculation of free cash flow is the predominant method of how that measure is calculated. However, because some other companies may use a different method of calculation, our free cash flow measure may not be comparable to the free cash flow measure used by other companies. Management believes, however, that free cash flow is a useful financial measure for use in evaluating Griffon’s financial performance, as it measures our ability to generate additional cash from our business operations. Free cash flow should be considered in addition to, rather than as a substitute for, net income as a measure of our performance or net cash provided by operating activities as a measure of our liquidity. Additionally, our definition of free cash flow is limited and does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other obligations or payments made for business acquisitions. Therefore, we believe it is important to view free cash flow as supplemental to our entire consolidated statements of cash flows.

The following table reconciles net cash provided by operating activities, a GAAP measure, to free cash flow, a non-GAAP measure (amounts in thousands).

	Years Ended September 30	
	2020	2019
Net cash provided by operating activities - continuing operations	\$ 137,029	\$ 113,958
Acquisition of property, plant and equipment	(48,998)	(45,361)
Proceeds from the sale of property, plant and equipment	352	280
Free cash flow	<u>\$ 88,383</u>	<u>\$ 68,877</u>