

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): **June 4, 2007**

GRIFFON CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-06620
(Commission
File Number)

11-1893410
(I.R.S. Employer
Identification Number)

100 Jericho Quadrangle
Jericho, New York
(Address of Principal Executive Offices)

11753
(Zip Code)

(516) 938-5544
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On June 4, 2007, Griffon Corporation (the “Registrant”) sent a letter to the Clinton Group Inc. A copy of the letter is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Letter sent to Clinton Group Inc., dated June 4, 2007

SIGNATURES

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

GRIFFON CORPORATION

By: /s/ Eric Edelstein

Eric Edelstein
Executive Vice President, CFO

Date: June 4, 2007

Exhibit Index

99.1 Letter to Clinton Group Inc., dated June 4, 2007

June 4, 2007

Via Facsimile and Federal Express

Clinton Group Inc.
9 West 57th Street
New York, New York 10019
Attn: Conrad Bringsjord, Managing Director

Dear Mr. Bringsjord:

Your letter to the Board of Directors, dated May 30, 2007, seriously mischaracterized your prior dealings with the Company and its representatives. Your assertion that there was no reasonable response to you is completely without merit. Goldman Sachs advised you to submit any proposals to them for discussion. However, you have refused to provide them with the information they requested, and instead you proceeded to publicly make a purported offer that we believe was intended to further your own funds' short term objectives rather than enhance value for all shareholders.

Your "proposal" is indefinite and highly conditional. It is predicated on transferring control of the Company and its Board to you, in exchange for an investment of only \$65 million in the Company, without a full and fair value being paid to all of our shareholders. Further, the supposed benefit to Griffon shareholders of such a transaction is heavily predicated on your valuation analyses that can only be viewed skeptically. We note that your current "proposal" effectively repudiates your earlier publicly announced valuation of the Company.

To be clear, no decision has been made by the Company to pursue a recapitalization or any other specific course of action at this time. However, based upon an initial review, your "proposal" does not appear to be in the best interest of the Company or our shareholders. Be assured, we and our advisors will consider all alternatives in our evaluation of what is in the best interest of Griffon shareholders.

If you truly want to benefit our Company and its shareholders, we once again urge you to contact Goldman Sachs and stop communications which serve only to mislead the investing public.

Very truly yours,

/s/ Harvey R. Blau

Harvey R. Blau

cc: Dusty Philip
Goldman Sachs & Co.
One New York Plaza
New York, NY 10004

Griffon Board of Directors
