

---

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): **December 7, 2012**

**GRIFFON CORPORATION**

---

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**1-06620**

**11-1893410**

---

(State or Other Jurisdiction of  
Incorporation)

---

(Commission  
File Number)

---

(I.R.S. Employer  
Identification No.)

**712 Fifth Avenue, 18<sup>th</sup> Floor  
New York, New York**

**10019**

---

(Address of Principal Executive Offices)

---

(Zip Code)

**(212) 957-5000**

---

(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 (17CFR 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))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Appointment of Robert F. Mehmel as President and Chief Operating Officer

On December 7, 2012, Griffon Corporation (“Griffon”) entered into an Employment Agreement (the “Employment Agreement”) with Robert F. Mehmel, pursuant to which Mr. Mehmel became President and Chief Operating Officer effective December 10, 2012 (the “Commencement Date”). In this newly created position, Mr. Mehmel will report directly to Ronald J. Kramer, Griffon’s Chief Executive Officer and Vice Chairman (who additionally was President from February 2009 to December 2012). From August 2008 to October 2012, Mr. Mehmel, age 50, served as President and Chief Operating Officer of DRS Technologies (“DRS”), a supplier of integrated products, services and support to military forces, intelligence agencies and prime contractors worldwide. From May 2006 to August 2008 Mr. Mehmel served as Executive Vice President and Chief Operating Officer of DRS and from January 2001 to May 2006 Mr. Mehmel served as Executive Vice President, business operations and strategy, of DRS.

Under the Employment Agreement:

- **Term:** Mr. Mehmel’s term of employment is four years from the Commencement Date (the “Initial Term”), and automatically renews for one year periods commencing on the fourth anniversary of the Commencement Date (each one year period, a “Renewal Term”), unless either party provides notice of non-renewal at least 180 days prior to the end of the Initial Term or any Renewal Term.
- **Salary:** Mr. Mehmel will receive an annual base salary of \$700,000 per annum, with eligibility for periodic increases commencing October 1, 2013.
- **Bonus:** For the fiscal year ending September 30, 2013 and each fiscal year thereafter, Mr. Mehmel is eligible to receive a performance based bonus as determined by the Company’s Compensation Committee (the “Committee”) based upon the achievement of specified performance objectives, as established and certified by the Committee, with a target bonus amount not less than 100%, and a maximum bonus amount not less than 200%, of Mr. Mehmel’s then current base salary.
- **Severance:** In the event of an involuntary termination other than within two years of a change in control, Mr. Mehmel will receive eighteen months salary and one and half times his average annual bonus over the prior three years, and certain continued health insurance benefits. In the event of an involuntary termination within two years of a change in control, he will receive (i) two and a half times the sum of his then current salary and his average annual bonus over the prior three years, (ii) a pro rata portion of the higher of his earned annual bonus for the preceding year and his target annual bonus for the then current year, and (iii) certain continued health insurance benefits.
- **Restricted Share Grant:** On December 10, 2012, Mr. Mehmel received a grant (the “Restricted Share Grant”) of 300,000 restricted shares of common stock, 50% of which will cliff vest on December 10, 2015 and 50% of which will cliff vest on December 10, 2016, each subject to Mr. Mehmel’s continued employment and the achievement of certain performance objectives approved by the Committee.

In the event of an involuntary termination, other than upon a change in control, the unvested restricted shares will vest subject to the satisfaction of the performance objectives. In the event of an involuntary termination upon a change in control, the unvested portion of the Restricted Stock Grant will vest in full as of the termination date. Upon a termination by the Company due to Mr. Mehmel’s death or disability, a pro-rata portion of the Restricted Stock Grant will vest.

- **Restrictive Covenants:** Mr. Mehmel is subject to customary non-solicitation and non-competition covenants during his employment and for certain post-employment periods (ranging from twelve to eighteen months), and is also bound by customary non-disparagement and confidentiality restrictions.

Griffon issued a press release on December 10, 2012, announcing the hiring of Mr. Mehmel as President

---

and Chief Operating Officer. A copy of the press release is filed as an Exhibit 99.1 hereto.

Retirement of Patrick L. Alesia and Related Consulting Agreement

Patrick L. Alesia, our Senior Vice President and Chief Administrative Officer, is currently party to a severance agreement, entered into in July 2006, which provides for certain payments in the event he is terminated within twenty-four months after a change in control. On December 11, 2012, we entered into a consulting agreement with Mr. Alesia, pursuant to which he will retire as of December 31, 2012 and consult with us for a two-year period expiring on December 31, 2014 (the "Consulting Agreement"). The Consulting Agreement will supersede and replace the severance agreement as of December 31, 2012. Under the Consulting Agreement, we will pay Mr. Alesia an annual consulting fee of \$250,000, and Mr. Alesia has agreed to make himself available to consult with our Chief Executive Officer, or his designees, regarding matters within Mr. Alesia's knowledge, expertise and experience, consistent with the types of matters in which he was engaged as an executive officer of the Company. We have agreed that the 65,000 restricted shares held by Mr. Alesia will continue to vest on their terms during the period of the Consulting Agreement. We have also agreed to provide Mr. Alesia with health insurance benefits during the term of the Consulting Agreement, as well as reimbursement of expenses related to an automobile through September 2013, each on terms consistent with past practice. The Consulting Agreement requires Mr. Alesia to comply with customary non-competition and non-solicitation restrictions during the term of the Consulting Agreement, as well as a customary non-disparagement clause, and subjects Mr. Alesia to customary confidentiality restrictions regarding our trade secrets, proprietary information and technologies, designs and inventions.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press Release issued on December 10, 2012.

---

**SIGNATURE**

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.

Dated: December 13, 2012

GRIFFON CORPORATION

By: /s/ Seth L. Kaplan

---

Name: Seth L. Kaplan

Title: Senior Vice President, General Counsel and Secretary

---

## Exhibit Index

99.1 Press Release issued on December 10, 2012.

---



**FOR IMMEDIATE RELEASE**

**Robert F. Mehmel Named Griffon President  
and Chief Operating Officer**

**NEW YORK, NEW YORK, December 10, 2012** – Griffon Corporation (“Griffon”) (NYSE: GFF), a diversified holding company, announced that Robert F. Mehmel has been named President and Chief Operating Officer. Mr. Mehmel joins Griffon after serving as President and Chief Operating Officer of DRS Technologies (“DRS”), a leading defense technology supplier of integrated products, services and support to military forces, intelligence agencies and prime contractors worldwide.

Mr. Mehmel will report directly to Ronald J. Kramer, Griffon’s CEO, and will be based in New York. In this newly created role, Mr. Mehmel will have oversight over Griffon’s operating businesses and the development of corporate strategy.

Mr. Kramer commented: “We are pleased to have Bob join us as we continue to build our company. He brings a strong record of improving operating performance throughout his career. I’m excited to have him join our management team as we position Griffon for future growth in our existing businesses and expansion through acquisitions.”

Mr. Mehmel was at DRS for twelve years, serving most recently as President and Chief Operating Officer from 2008 to October 2012. Mr. Mehmel oversaw a company with annual revenues of \$4 billion and 10,000 employees, and was responsible for business operations, strategic planning and corporate development. DRS was acquired by Italian Aerospace and Defense conglomerate Finmeccanica S.p.A. in October 2008.

**About Griffon Corporation**

Griffon Corporation (the “Company” or “Griffon”), is a diversified management and holding company that conducts business through wholly-owned subsidiaries. Griffon oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. Griffon provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. Griffon also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital to further diversify itself.

Griffon currently conducts its operations through Ames True Temper (“ATT”), Clopay Building Products (“CBP”), Telephonics Corporation (“Telephonics”) and Clopay Plastic Products Company (“Plastics”). CBP and ATT comprise the Home & Building Products operating segment.

- Home & Building Products is a leading manufacturer and marketer of residential, commercial and industrial garage doors to professional installing dealers and major home
-

center retail chains, as well as a global provider of non-powered landscaping products that make work easier for homeowners and professionals.

- Telephonics designs, develops and manufactures high-technology, integrated information, communication and sensor system solutions for use in military and commercial markets worldwide.
- Plastics is an international leader in the development and production of embossed, laminated and printed specialty plastic films used in a variety of hygienic, health-care and industrial applications.

For more information on Griffon and its operating subsidiaries, please see the Company's website at [www.griffoncorp.com](http://www.griffoncorp.com).

**Company Contact:**

**Investor Relations Contact:**

---

Douglas J. Wetmore

---

Anthony Gerstein

---

Chief Financial Officer  
Griffon Corporation  
(212) 957-5000  
712 Fifth Avenue, 18<sup>th</sup> Floor  
New York, NY 10019

---

Senior Vice President  
ICR Inc.  
(646) 277-1242

**Forward-looking Statements**

"Safe Harbor" Statements under the Private Securities Litigation Reform Act of 1995: All statements related to, among other things, income, earnings, cash flows, revenue, changes in operations, operating improvements, industries in which Griffon Corporation (the "Company" or "Griffon") operates and the United States and global economies 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," "believes," "should," "would," "could," "hope," "forecast," "management is of the opinion," "may," "will," "estimates," "intends," "explores," "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; the Company's ability to achieve expected savings from cost control, 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 Telephonics Corporation supplied products; increases in the cost of raw materials such as resin and steel; changes in customer demand; 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 the Company'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 could impact margins

---

and operating efficiencies; short-term capacity constraints or prolonged excess capacity; unforeseen developments in contingencies, such as litigation; unfavorable results of government agency contract audits of Telephonics Corporation; 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 Griffon's operating companies; and possible terrorist threats and actions and their impact on the global economy. Such statements reflect the views of the Company with respect to future events and are subject to these and other risks, as previously disclosed in the Company's Securities and Exchange Commission filings. Readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date made. The Company 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.

---