

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u>  (Last) (First) (Middle) <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP [ GFF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2018		A		4,489 <sup>(2)</sup>	A	\$0	5,591,565	I	See footnotes <sup>(1)(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS GROUP INC  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS & CO. LLC  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GS Direct, L.L.C.  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)

NEW YORK NY 10282

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC("Goldman Sachs") and GS Direct, L.L.C. ("GS Direct", and together with GS Group and Goldman Sachs, the "Reporting Persons").
2. On January 31, 2018, 4,489 shares of common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation (the "Company") were granted to Bradley J. Gross, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Company's 2016 Equity Incentive Plan (the "Plan"). The grant of 4,489 shares vests one third on each of the next three anniversaries of the grant date, which was January 31, 2018.
3. GS Group beneficially owns directly 6,877 shares of Common Stock. GS Group may be deemed to beneficially own 29,132 shares of Common Stock granted to Mr. Bradley J. Gross, a managing director of Goldman Sachs, in his capacity as a director of the Company, consisting of 11,889 shares of Common Stock granted to Mr. Gross pursuant to the Plan, 15,366 shares of Common Stock granted to Mr. Gross pursuant to the Company's 2011 Equity Incentive Plan, and 1,877 shares of Common Stock granted to Mr. Gross pursuant to the Company's Outside Director Stock Award Plan. Mr. Gross has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.
4. GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 5,555,556 shares of the Company's Common Stock, beneficially owned directly by GS Direct. Goldman Sachs and GS Direct are subsidiaries of GS Group. Goldman Sachs is the manager of GS Direct. The Reporting Persons each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any. Goldman Sachs has net open short positions of 299,436 shares of Common Stock.

**Remarks:**

/s/ Yvette Kusic, Attorney-in-fact 02/02/2018

/s/ Yvette Kusic, Attorney-in-fact 02/02/2018

/s/ Yvette Kusic, Attorney-in-fact 02/02/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**