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GRIFFON CORP
Form 8-K
July 07, 2005

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: June 30, 2005
(Date of earliest event reported)

Griffon Corporation

(Exact name of registrant as specified in its charter)

Delaware	1-6620	11-1893410
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Jericho Quadrangle, Jericho, New York 11753

(Address of principal executive offices) (Zip Code)

(516) 938-5544

(Registrant's telephone number, including area code)

N/A

(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 (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-(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-(c))

ITEM 1.01 ENTRY INTO MATERIAL DEFINITIVE AGREEMENT.

On June 30, 2005, the Registrant entered into a Stock Purchase Agreement with BBA Holding Deutschland GmbH ("BBA") pursuant to which the Registrant, through its indirect, wholly-owned subsidiary, Clopay Folien GmbH, ("Clopay"),

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will purchase from BBA all of the share capital of BBA Joint Venture Holding GmbH ("JV Holding") for \$82 million in cash (the "Transaction"). JV Holding is the owner of the forty (40%) percent of Finotech Verbundstoffe GmbH & Co KG ("Finotech") that Clopay does not already own. Finotech is a joint venture between Clopay and BBA. In connection with the Transaction, BBA Group PLC ("BBA Group"), the parent of BBA, guaranteed the obligation of BBA to indemnify Clopay for a ten (10) year period in respect of any liabilities of JV Holding as of the Closing Date other than those related to its ownership of Finotech.

In addition, on July 1, 2005, the Registrant entered into an Amendment to its Loan Agreement dated as of October 25, 2001, as amended (the "Loan Agreement"), pursuant to which certain covenants were amended to enable the Registrant to consummate the Transaction.

A copy of the press release announcing the Transaction is attached hereto as Exhibit 99.1. A copy of the Stock Purchase Agreement is attached hereto as Exhibit 10.1. A copy of the amendment to the Loan Agreement is attached hereto as Exhibit 10.2.

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

On July 5, 2005, the Registrant consummated the Transaction described in Item 1.01, above. The purchase price paid in the Transaction was determined based on the historical and projected financial results for Finotech and was the result of arms-length negotiations.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

On July 5, 2005, the Registrant borrowed \$60 million under its Loan Agreement. The Registrant may borrow, repay and reborrow amounts under its Loan Agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired.

As a result of the Registrant's 60% ownership in Finotech prior to the consummation of the Transaction described in Item 1.01 above, the requisite financial information required by this Item has been included in the Registrant's Form 10-Q for the quarter ended March 31, 2005 and Form 10-K for the fiscal year ended September 30, 2004, each of which is hereby incorporated by reference.

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(b) Pro forma financial information.

The Registrant will file the financial information required by this Item not later than 71 days after the date on which this Form 8-K is required to be filed.

(c) Exhibits.

- 10.1 Stock Purchase Agreement dated June 30, 2005 among Clopay Folien Folien GmbH, BBA Holding Deutschland GmbH and BBA Group PLC
- 10.2 Amendment to Loan Agreement dated as of June 30, 2005 between the Registrant and the lenders party thereto

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99.1 Press Release dated July 1, 2005

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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
and Chief Financial Officer

Date: July 7, 2005

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EXHIBIT INDEX

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- 10.2 Amendment to Loan Agreement dated as of June 30, 2005 between the Registrant and the lenders party thereto
- 99.1 Press Release dated July 1, 2005

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