

GRIFFON CORP  
Form 424B3  
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Registration No. 333-211962

## PROSPECTUS

### OFFER TO EXCHANGE

\$125,000,000 5.25% Senior Notes due 2022 and related Guarantees  
for  
\$125,000,000 5.25% Senior Notes due 2022 and related Guarantees  
that have been registered under the Securities Act of 1933

Griffon Corporation is offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, up to \$125,000,000 aggregate principal amount of new 5.25% Senior Notes due 2022, which we refer to as the “exchange notes” and related guarantees in exchange for a like aggregate principal amount of outstanding 5.25% Senior Notes due 2022 that were issued on May 18, 2016, which we refer to as the “old notes” and related guarantees. The old notes were issued as additional notes in an offering, which we refer to as the “add-on offering” under the indenture governing the Company’s \$600,000,000 aggregate principal amount of 5.25% Senior Notes due 2022 issued on February 27, 2014, which were subsequently exchange on June 18, 2014, for a like principal amount of notes registered under the Securities Act of 1933, or the Securities Act, which we refer to as the “existing exchange notes.” The exchange notes are expected to have the same CUSIP and ISIN numbers as, and to trade fungibly with, the existing exchange notes. Unless the context otherwise requires, the term “notes” includes the old notes, the exchange notes and the existing exchange notes.

The form and terms of the exchange notes will be identical in all material respects to the form and terms of the old notes, except that the exchange notes:

- will have been registered under the Securities Act;
- will not bear restrictive legends restricting their transfer under the Securities Act;
- will not be entitled to the registration rights that apply to the old notes; and
- will not contain provisions relating to increased interest rates in connection with the old notes under circumstances related to the timing of the exchange offer.

### The Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on July 19, 2016, unless extended.

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We will exchange all old notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes which we have registered under the Securities Act. You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer.

We believe that the exchange of old notes will not be a taxable event for U.S. federal income tax purposes, but you should see “U.S. Federal Income Tax Considerations” on page 106 for more information.

We will not receive any proceeds from the exchange offer.

No public market currently exists for the exchange notes. We do not intend to apply for listing of the exchange notes on any securities exchange or to arrange for them to be quoted on any quotation system.

Interest on the exchange notes will be paid at the rate of 5.25% per annum and will be paid semi-annually in arrears on March 1 and September 1 of each year commencing on September 1, 2016.

The exchange notes are fully and unconditionally guaranteed by The AMES Companies, Inc., ATT Southern, Inc., Clopay Ames True Temper Holding Corp., Clopay Building Products Company, Inc., Clopay Plastic Products Company, Inc. and Telephonics Corporation. The entities providing such guarantees are referred to collectively as the “guarantors.”

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an “underwriter” within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that we will make this prospectus available to any broker-dealer for use in connection with any such resale during the period ending on the earlier of (i) 180 days from the date on which the registration statement of which this prospectus forms a part becomes or is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities. See “Plan of Distribution.”

See “Risk Factors” beginning on page 16 for a discussion of risks that should be considered by holders prior to tendering their old notes.

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read this entire prospectus, the accompanying letter of transmittal and related documents, and any amendments or supplements to this prospectus carefully before deciding whether to participate in the exchange offer.

The date of this prospectus is June 20, 2016.

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## ABOUT THIS PROSPECTUS

Rather than repeat certain information in this prospectus that we have already included in reports filed with the Securities and Exchange Commission, this prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to: Griffon Corporation, 712 Fifth Avenue, 18<sup>th</sup> Floor, New York, New York 10019, telephone (212) 957-5000. In order to ensure timely delivery of the information, any request should be made no later than five business days before the expiration date of the exchange offer.

We have not authorized any person to give you any information or to make any representations about the exchange offer other than those contained in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information or representations that others may give you. This prospectus is not an offer to sell or a solicitation of an offer to buy any securities other than the securities to which it relates. In addition, this prospectus is not an offer to sell or the solicitation of an offer to buy those securities in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make an offer or solicitation. The delivery of this prospectus and any exchange made under this prospectus do not, under any circumstances, mean that there has not been any change in the affairs of Griffon Corporation or its subsidiaries since the date of this prospectus or that information contained in this prospectus is correct as of any time subsequent to its date.

#### MARKET AND INDUSTRY DATA AND FORECASTS

This prospectus contains statistical data that we obtained from public industry publications. These publications generally indicate that they have obtained their information from sources believed to be reliable, but do not guarantee the accuracy and completeness of their information. Although we believe that the publications are reliable, we do not represent that we have done a complete search for other industry data. In addition, we have not independently verified market industry data provided by third parties, and we take no further responsibility for this data. Market position used throughout this prospectus is based on management's knowledge of the industry and the good faith estimates of management. Data regarding the industries in which we compete and our market position and market share within these industries are inherently imprecise and are subject to significant business, economic and competitive uncertainties beyond our control, but we believe that they generally indicate size, position and market share within these industries. Our own estimates have been based on information obtained from our trade and business organizations, our customers and vendors and other contacts in the markets in which we operate. While we believe our management's estimates with respect to our industry are reliable, our estimates have not been verified by any independent sources, and we cannot assure you that they are accurate.

## PROSPECTUS SUMMARY

The following is a brief summary of the information contained elsewhere in this prospectus, but it is not complete and does not contain all of the information that you should consider before making your investment decision. You should read this prospectus completely, including the consolidated financial statements incorporated herein by reference and the related notes and the “Risk Factors” included elsewhere in this prospectus. For a more detailed description of the exchange notes, see the section entitled “Description of Notes.” Unless otherwise indicated or the context otherwise requires, references to (i) “Griffon” refer to solely to Griffon Corporation and not its subsidiaries; and (ii) “we,” “our,” and “us” refer to Griffon Corporation and its subsidiaries on a consolidated basis.

### Our Company

Griffon Corporation is a publicly-held diversified management and holding company, which conducts business through wholly-owned subsidiaries with leading market shares across a variety of industries. We actively oversee the operations of these subsidiaries, providing them with a variety of services including the allocation of our resources and the management of their budgeting, liquidity and capital spending. Additionally, we provide direction and assistance in connection with operational initiatives, acquisitions, divestitures and other growth opportunities for each of our subsidiaries. We currently conduct our operations through three reportable segments: Home & Building Products (“HBP”), Telephonics Corporation (“Telephonics”), and Clopay Plastic Products Company (“PPC”). For the twelve months ended March 31, 2016, we generated revenue of \$2.0 billion and Adjusted EBITDA of \$186.2 million. See Footnotes 4 and 5 to Summary Historical Consolidated Financial Data for the reconciliation to Adjusted EBITDA.

Griffon Corporation Business Overview

Description	Manufacturer and marketer of residential garage doors and commercial sectional doors	Manufacturer and marketer of non-powered lawn and garden tools and accessories	Designs, develops, and manufactures information and communication systems for government and commercial markets worldwide	Produces specialty plastic films and laminates for hygienic, healthcare and industrial uses
Twelve months ended March 31, 2016 revenue	\$1.06 billion		\$457 million	\$494 million
% of total Griffon revenue	52%		23%	25%

### Home & Building Products

HBP consists of two companies, The AMES Companies, Inc. (“AMES”) and Clopay Building Products Company, Inc. (“CBP”). These businesses serve distinct sectors of the broader building products industry and are leaders in their respective core markets.

The AMES Companies, Inc.

AMES is a global provider of non-powered landscaping products that make work easier for homeowners and professionals. AMES manufactures and markets one of the broadest product portfolios in the non-powered landscaping product industry. This portfolio is anchored by four core product categories: long handle tools, wheelbarrows, snow tools, and decorative plastic and ceramic planters. As a result of brand portfolio recognition, high product quality, industry leading service and strong customer relationships, AMES has earned market-leading positions in its four core product categories. AMES's other product lines include striking tools, hand tools, pruning, and garden hoses and storage. AMES sells products throughout North America, Australia, and Europe through retail centers, including home centers and mass merchandisers, wholesale chains, including hardware stores and garden centers, and industrial distributors.

Clopay Building Products Company, Inc.

CBP is the leading manufacturer and marketer of residential garage doors and among the leading manufacturers of commercial sectional doors in the U.S. The majority of CBP's sales are for home remodeling and renovation, with the balance for the new residential housing and commercial building markets. CBP brings over 50 years of experience and innovation to the garage door industry.

Our strong family of brands includes Clopay®, America's Favorite Garage Doors®, Holmes Garage Door Company® and IDEAL Door®. Clopay is the only residential garage door brand to hold the Good Housekeeping Seal of Approval. CBP products are sold through approximately 2,000 independent professional installing dealers and through major home center retail chains throughout North America.

With two manufacturing facilities and 50 distribution centers across the U.S. and Canada, CBP is a preferred supplier for many of North America's most notable home center retailers. CBP also has a complete line of entry door systems uniquely designed to complement its popular residential garage door styles.

#### Telephonics Corporation

Telephonics specializes in advanced electronic information and communication systems for defense, aerospace, civil, industrial and commercial applications for the U.S. and international markets. Telephonics designs, develops, manufactures, sells, and provides logistical support for aircraft intercommunication systems, radar, air traffic management, identification friend or foe equipment (“IFF”), integrated border and perimeter security systems and custom, mixed-signal, application-specific, integrated circuits. Telephonics is also a provider of advanced systems engineering services supporting air and missile defense programs, as well as other threat and situational analysis services. Telephonics is a leading supplier of airborne maritime surveillance radar and aircraft intercommunication management systems, the segment’s two largest product lines. In addition to its traditional defense products used predominantly by the U.S. government and its agencies, Telephonics has adapted its core technologies to products used in international markets in an effort to further increase its presence in both non-defense government and commercial markets.

Based on long-established relationships supported by existing contractual arrangements, Telephonics is a first-tier supplier to prime contractors in the defense industry and is at times a prime contractor to the U.S. Department of Defense (“DoD”).

#### Clopay Plastic Products

PPC produces and develops specialty plastic films and laminates for a variety of hygienic, healthcare and industrial uses in the United States and certain international markets. Products include thin gauge embossed and printed films, elastomeric films and laminates of film and non-woven fabrics, and perforated films and non-wovens. These products are used primarily as moisture barriers in disposable infant diapers, adult incontinence products and feminine hygiene products, as protective barriers in single-use surgical and industrial gowns, drapes and equipment covers, fluid transfer/distribution layers in absorbent products, components to enhance comfort and fit in infant diaper and adult incontinence products, packaging for hygienic products, house wrap and other products. PPC products are sold through a direct sales force, primarily to multinational consumer and medical products companies. PPC’s customers include a diverse group of consumer, health care and industrial companies.



Organizational Chart

The following chart summarizes our organizational structure and our principal indebtedness as of March 31, 2016, after giving effect to the add-on offering. This chart is provided for illustrative purposes only and does not show all of our or our subsidiaries' obligations.

Corporate Information

We were incorporated in New York in 1959 and were reincorporated in Delaware in 1970. We changed our name to Griffon Corporation in 1995. Our principal executive offices are located at 712 Fifth Avenue, New York, New York 10019, and our telephone number is (212) 957-5000. Our website is located at <http://www.griffon.com>. We have not incorporated by reference into this prospectus the information included on, or linked from, our website, and you should not consider it to be part of this prospectus.

THE EXCHANGE OFFER

The summary below describes the principal terms of the exchange offer and is not intended to be complete. Certain of the terms and conditions described below are subject to important limitations and exceptions. The section of this prospectus entitled “The Exchange Offer” contains a more detailed description of the terms and conditions of the exchange offer.

On May 18, 2016, we issued and sold \$125,000,000 5.25% Senior Notes due 2022 to Deutsche Bank Securities Inc. (the “initial purchaser”) which we refer to as the “old notes.” The old notes were issued as additional notes in an offering (the “add-on offering”) under the indenture governing the Company’s \$600,000,000 aggregate principal amount of 5.25% Senior Notes due 2022 issued on February 27, 2014. In connection with the sale of the old notes, we entered into a registration rights agreement with the initial purchaser in which we agreed, among other things, to deliver this prospectus to you and to use all commercially reasonable efforts to complete an exchange offer for the old notes.

Notes Offered	\$125,000,000
	5.25% Senior
	Notes due 2022.

The issuance of the exchange notes will be registered under the Securities Act. The terms of the exchange notes and old notes are identical in all material respects, except for transfer restrictions, registration rights relating to the old notes and certain provisions relating to increased interest rates in connection with the old notes under circumstances related to the timing of the exchange offer. You are urged to read the discussions under the

heading “The exchange notes” in this Summary for further information regarding the exchange notes.

We are offering to exchange the exchange notes for up to \$125 million aggregate principal amount of the old notes.

Old notes may be exchanged only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. In this prospectus, the term “exchange offer” means this offer to exchange the exchange notes for old notes in accordance with the terms set forth in this prospectus and the accompanying letter of transmittal. You are entitled to exchange your old notes for exchange notes.

#### The Exchange Offer

Expiration Date; Withdrawal of Tender The exchange offer will expire at 5:00 p.m., New York City time, on July 19,

2016, or such later date and time to which it may be extended by us. The tender of old notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration date of the exchange offer. Any old notes not accepted for exchange for any reason will be returned without expense to the tendering holder thereof promptly after the expiration or termination of the exchange offer.

Conditions to the Exchange Offer

Our obligation to accept for exchange, or to issue exchange notes in exchange for, any old notes is subject to customary conditions relating to compliance with any applicable law or any applicable interpretation by the staff of the SEC, the receipt of any applicable governmental approvals and the absence of any actions or

proceedings of  
any  
governmental  
agency or court  
which could  
materially  
impair our  
ability to  
consummate the  
exchange offer.  
See “The  
Exchange  
Offer—Conditions  
to the Exchange  
Offer.”

Procedures for Tendering Old Notes

If you wish to  
accept the  
exchange offer  
and tender your  
old notes, you  
must either:

- complete, sign and date the Letter of Transmittal, or a facsimile of the Letter of Transmittal, in accordance with its instructions and the instructions in this prospectus, and mail or otherwise deliver such Letter of Transmittal, or the facsimile, together with the old notes and any other required documentation, to the exchange agent at the address set forth herein; or
  - if old notes are tendered pursuant to book-entry procedures, the tendering holder must arrange with the Depository Trust Company (“DTC”) to cause an agent’s message to be transmitted through DTC’s Automated Tender Offer Program System with the required information (including a book-entry confirmation) to the exchange agent
- Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See “Plan of Distribution.”

Use

We will not receive any proceeds from the exchange offer. See “Use of Proceeds.”

Proceeds

Exchange

Agent

U.S.

Federal

Income

Tax

Consequences

#### CONSEQUENCES OF EXCHANGING OLD NOTES PURSUANT TO THE EXCHANGE OFFER

Based on certain interpretive letters issued by the staff of the SEC to third parties in unrelated transactions, we are of the view that holders of old notes (other than any holder who is an “affiliate” of us within the meaning of Rule 405 under the Securities Act) who exchange their old notes for exchange notes pursuant to the exchange offer generally may offer the exchange notes for resale, resell such exchange notes and otherwise transfer the exchange notes without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

- the exchange notes are acquired in the ordinary course of the holders’ business;
- the holders have no arrangement or understanding with any person to participate in a distribution of the exchange notes; and

- neither the holder nor any other person is engaging in or intends to engage in a distribution of the exchange notes.

Each broker-dealer that receives exchange notes for its own account in exchange for old notes that were acquired as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. See “Plan of Distribution.” If a holder of old notes does not exchange the old notes for exchange notes according to the terms of the exchange offer, the old notes will continue to be subject to the restrictions on transfer contained in the legend printed on the old notes. In general, the old notes may not be offered or sold, unless registered under the Securities Act, except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Holders of old notes do not have any appraisal or dissenters’ rights in connection with the exchange offer.

Additionally, if you do not participate in the exchange offer, you will not be able to require us to register your old notes under the Securities Act except in limited circumstances. These circumstances are:

- the exchange offer is not permitted by applicable law or SEC policy,

- the exchange offer is not consummated by April 13, 2017,

- with respect to any holder of old notes:

- such holder is prohibited by law or SEC policy from participating in the exchange offer; or

- such holder may not resell the exchange notes acquired by it in the exchange offer to the public without delivering a prospectus and this prospectus is not appropriate or available for such resales by such holder; or

- such holder is a broker-dealer and holds old notes acquired directly from Griffon or an affiliate of Griffon.

In these cases, the registration rights agreement requires us to file a registration statement for a continuous offering in accordance with Rule 415 under the Securities Act for the benefit of the holders of the old notes. We do not currently anticipate that we will register under the Securities Act any old notes that remain outstanding after completion of the exchange offer.



THE EXCHANGE NOTES

The summary below describes the principal terms of the exchange notes and is not intended to be complete. Certain of the terms and conditions described below are subject to important limitations and exceptions. The “Description of Notes” section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

Issuer.....Griffon Corporation.....

Securities Offered..... \$125,000,000 principal amount of 5.25% senior notes due 2022.

Maturity..... March 1, 2022.....

Interest Rate.....5.25%.per.year.(calculated using a 360-day year).

Interest

Payment Dates..... March 1 and September 1, beginning on September 1, 2016. Interest will accrue from March 1, 2016.

Guarantees..... The exchange notes will be initially unconditionally guaranteed on a joint and several and senior unsecured basis by The AMES Companies, Inc., ATT Southern, Inc., Clopay Ames True Temper Holding Corp., Clopay Building Products Company, Inc., Clopay Plastic Products Company, Inc. and Telephonics Corporation.

If we or any of our restricted subsidiaries organize, acquire, transfer assets to or otherwise invest in any newly created or acquired domestic restricted subsidiary (other than a domestic restricted subsidiary if the Net Book Value (as defined herein) of such domestic restricted subsidiary’s assets, when taken together with the aggregate Net Book Value of the assets of all other domestic restricted subsidiaries that are not guarantors, as of such date, does not exceed in the aggregate \$50.0 million), then such domestic restricted subsidiary shall unconditionally guarantee the exchange notes.

In addition, to the extent that the collective Net Book Value of the assets of our non-guarantor domestic restricted subsidiaries, as of the date of the organization, acquisition, transfer of assets to or investment in a non-guarantor domestic restricted subsidiary, exceeds \$50.0 million, then one or more of such non-guarantor domestic restricted subsidiaries shall guarantee the exchange notes, such that the collective Net Book Value of the assets of all remaining non-guarantor domestic restricted subsidiaries does not exceed \$50.0 million.

Notwithstanding the foregoing, from and after the issue date, we will not permit any of our restricted subsidiaries, directly or indirectly, by way of pledge, intercompany note or otherwise, to assume, guarantee or in any other manner become liable with respect to any indebtedness (other than the exchange notes) of us or any of our domestic restricted subsidiaries, unless, in any such case, such restricted subsidiary guarantees the exchange notes, provided that a restricted subsidiary will not be required to guarantee the exchange notes to the extent it is prohibited by law.

See “Description of Notes—Certain Covenants—Subsidiary Guarantees.”

The exchange notes and guarantees will be senior unsecured obligations of Griffon and the guarantors and will be:

- equal in right of payment to all of Griffon’s and the guarantors’ existing and future unsecured indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the exchange notes;
- Ranking..... • effectively subordinated to all of Griffon’s and the guarantors’ existing and future secured indebtedness and other obligations to the extent of the value of the collateral securing that indebtedness and other obligations;
- structurally subordinated to all existing and future indebtedness and other obligations of any of Griffon’s or the guarantors’ subsidiaries that do not guarantee the exchange notes; and
- senior in right of payment to any of Griffon’s and the guarantors’ existing and future subordinated indebtedness.

As of March 31, 2016, after giving effect to the add-on offering and the application of the net proceeds therefrom, we and our subsidiaries had approximately \$961.2 million of indebtedness, \$89.6 million of which was secured indebtedness, and additional availability of \$332.5 million under our revolving credit facility (net of \$1.6 million drawn and \$15.9 million of outstanding letters of credit).

Not all of our subsidiaries will guarantee the exchange notes. In the event of a bankruptcy, liquidation or reorganization of any of these non-guarantor subsidiaries, the non-guarantor subsidiaries will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to us. For the fiscal year ended September 30, 2015 and the six months ended March 31, 2016, our non-guarantor subsidiaries generated 24% and 21%, respectively, of our consolidated total revenue, and 46% and 44%, respectively, of our consolidated EBITDA. In addition, at March 31, 2016, after giving effect to the add-on offering and the application of the net proceeds therefrom, our non-guarantor subsidiaries held 25% of our total consolidated assets and 13% of our total consolidated liabilities and had approximately \$67.8 million of indebtedness.

Optional Redemption... We may redeem some or all of the exchange notes at any time prior to March 1, 2017 for cash at a redemption price equal to 100% of their principal amount plus a “make-whole” premium (as described under “Description of Notes—Optional Redemption”), plus accrued and unpaid interest to the redemption date. Additionally, we may redeem the exchange notes, in whole or in part, at any time on and after March 1, 2017 at the redemption prices listed under “Description of Notes—Optional Redemption,” plus accrued and unpaid interest to the redemption date.

Optional Redemption After Public Equity Offerings..... At any time (which may be more than once) before March 1, 2017, we can choose to redeem up to 40% of the outstanding exchange notes with the proceeds from one or more public equity offerings, as long as:

- we pay 105.250% of the principal amount of the exchange notes to be redeemed, plus accrued and unpaid interest to the date of redemption;
- we redeem the exchange notes within 90 days of completing the public equity offering; and
- at least 60% of the aggregate principal amount of exchange notes issued remains outstanding afterwards.

Change of Control Offer..... If a change in control of Griffon occurs, we must give holders of the exchange notes the opportunity to sell us their notes at 101% of the principal amount thereof, plus accrued and unpaid interest to the date of repurchase.

See “Risk Factors—Risks Related to the Exchange Notes—We may not be able to repurchase the exchange notes upon a change of control.”

Asset Sale Proceeds..... If we, or our restricted subsidiaries, sell certain assets and do not reinvest the net proceeds in compliance with the indenture, we will be required to make an offer to use such proceeds to repurchase the exchange notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the date of repurchase. See “Description of Notes—Repurchase at the Option of Holders—Asset Sales.”

The indenture governing the exchange notes contains covenants limiting our ability and the ability of our restricted subsidiaries to:

- incur additional debt, issue preferred stock or enter into sale and leaseback transactions;
- pay dividends or distributions on our capital stock or repurchase our capital stock or make other restricted payments;
- issue preferred stock of subsidiaries;
- make certain investments;
- create liens on our assets;
- enter into transactions with affiliates;
- merge, consolidate or sell substantially all of our assets;
- transfer and sell assets;
- create restrictions on dividends or other payments by our restricted subsidiaries; and
- create guarantees of indebtedness by restricted subsidiaries.

Certain Indenture Provisions.....

These covenants are subject to a number of important limitations and exceptions. See “Description of Notes—Certain Covenants.” Many of these covenants will cease to apply to the exchange notes during any period that such exchange notes have investment grade ratings from both Moody’s Investors Service, Inc. and Standard & Poor’s and no default has occurred and is continuing under the indenture governing the exchange notes. See “Description of Notes—Suspension of Covenants.”

No prior market..... The exchange notes are a new issue of securities for which there is currently no market. Accordingly, we cannot assure you that a liquid market for the exchange notes will develop or be maintained. See “Risk Factors—Risks Related to the Exchange Offer—If an active trading market for the exchange notes does not develop, the liquidity and value of the exchange notes could be harmed.”

Use of Proceeds..... We will not receive any proceeds from the issuance of the exchange notes in exchange for the outstanding old notes. We are making this exchange solely to satisfy our obligations under the registration rights agreement entered into in connection with the offering of the old notes. See “Use of Proceeds.”

**Risk Factors** An investment in the exchange notes and participation in the exchange offer involve risk. You should carefully consider all of the information in this prospectus. In particular, you should evaluate the specific risk factors set forth under the caption “Risk Factors” in this prospectus.

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## SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table presents our summary historical consolidated financial data as of and for the periods presented. This information should only be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the notes related thereto, which are incorporated herein by reference. The summary historical financial data for the years ended September 30, 2015, 2014 and 2013 have been derived from our audited consolidated financial statements, which are incorporated herein by reference. The summary financial data for the six months ended March 31, 2016 and 2015 were derived from our unaudited consolidated financial statements, which are incorporated herein by reference. The summary unaudited financial data for the twelve months ended March 31, 2016 has been derived by adding our operating results and cash flow for our fiscal year ended September 30, 2015 and for the six months period ended March 31, 2016 and deducting such financial data for the six months ended March 31, 2015. The unaudited financial statements have been prepared on the same basis as the audited financial statements and include, in the opinion of our management, all normal recurring adjustments necessary for a fair presentation of the information set forth herein.

	For the Years Ended September 30,			Six Months Ended March 31,		Twelve Months Ended March 31,
	2013 <sup>(1)</sup>	2014 <sup>(2)</sup>	2015 <sup>(3)</sup>	2015	2016	2016
(Dollars in thousands)						
<b>Operating Results Data:</b>						
Revenue	\$1,871,327	\$1,991,811	\$2,016,032	\$1,002,180	\$994,256	\$2,008,108
Cost of goods and services	1,453,742	1,532,412	1,540,254	769,816	763,994	1,534,432
Gross profit	417,585	459,399	475,778	232,364	230,262	473,676
Selling, general administrative expenses	340,469	375,099	374,761	187,462	182,885	370,184
Restructuring and other related charges	13,262	6,136	—	—	—	—
Total operating expenses	353,731	381,235	374,761	187,462	182,885	370,184
Income from operations	63,854	78,164	101,017	44,902	47,377	103,492
Other income (expense)						
Interest expense	(52,520 )	(48,447 )	(48,173 )	(23,766 )	(24,415 )	(48,822 )
Interest income	353	303	301	272	55	84
Loss from debt extinguishment and Other, net	2,646	(35,736 )	491	(1,208 )	170	1,869
Total other income (expense)	(49,521 )	(83,880 )	(47,381 )	(24,702 )	(24,190 )	(46,869 )
Income (loss) before taxes	14,333	(5,716 )	53,636	20,200	23,187	56,623
Provision (benefit) for income taxes	7,543	(5,539 )	19,347	7,607	8,496	20,236
Income (loss) from continuing operations	6,790	(177 )	34,289	12,593	14,691	36,387
<b>Discontinued operations:</b>						
Loss from operations of discontinued business	(4,651 )	(—)	(—)	(—)	(—)	(—)
Benefit from income taxes	1,628	(—)	(—)	(—)	(—)	(—)
Loss from discontinued operations	(3,023 )	(—)	(—)	(—)	(—)	(—)
Net Income (loss)	\$3,767	\$(177 )	\$34,289	\$12,593	\$14,691	\$36,387
<b>Cash Flow Data:</b>						
<b>Net cash provided by (used in)</b>						
Operating activities	\$85,683	\$93,301	\$76,137	\$(43,051 )	\$(5,408 )	\$113,780
Investing activities	\$(62,868 )	\$(147,250 )	\$(66,620 )	\$(30,645 )	\$(48,839 )	\$(84,814 )

Financing activities

\$(52,249 ) \$(27,930 ) \$(44,851 ) \$(28,206 ) \$56,321