

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2019</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>GRIFFON CORPORATION RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1983</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>10/01/1983</u>	
1b Three-digit plan number (PN) ▶	<u>005</u>				
1c Effective date of plan <u>10/01/1983</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>GRIFFON CORPORATION</u> <u>712 FIFTH AVENUE</u> <u>18TH FLOOR</u> <u>NEW YORK, NY 10019</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>11-1893410</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>212-957-5077</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>11-1893410</u>	2c Plan Sponsor's telephone number <u>212-957-5077</u>	2d Business code (see instructions) <u>541990</u>	
2b Employer Identification Number (EIN) <u>11-1893410</u>					
2c Plan Sponsor's telephone number <u>212-957-5077</u>					
2d Business code (see instructions) <u>541990</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2020	THOMAS GIBBONS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2020	THOMAS GIBBONS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 6572
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 5393 6a(2) 5571 6b 86 6c 1128 6d 6785 6e 20 6f 6805 6g 4898 6h 56
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2R 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan GRIFFON CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 GRIFFON CORPORATION	D Employer Identification Number (EIN) 11-1893410	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 26 37 38 52 99	NONE	577223	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY DOM. HOLDINGS, INC.

20-8764829

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	101250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FINDLEY

34-1213174

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	NONE	39033	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

EISNERAMPER LLP

13-1639826

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	17500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	EISNERAMPER LLP	b EIN:	13-1639826
c Position:			
d Address:	111 WOOD AVENUE SOUTH ISELIN, NJ 08830-2700	e Telephone:	732-243-7000

Explanation: COMPANY CHANGED AUDIT FIRMS DUE TO PARTNER RETIREMENT

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2019 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan GRIFFON CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GRIFFON CORPORATION	D Employer Identification Number (EIN) 11-1893410
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC RETIREMENT SAVINGS TRUST IV

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 61-6451184-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56580020
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan GRIFFON CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 GRIFFON CORPORATION	D Employer Identification Number (EIN) 11-1893410	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	875135	564683
(2) Participant contributions.....	1b(2)	79492	83380
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	7718650	7776585
(9) Value of interest in common/collective trusts	1c(9)	55564508	56580020
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	425821491	527228921
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	933724	1064298

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	490993000 593297887
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	489400 417663
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	489400 417663
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	490503600 592880224

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	10019124
	(B) Participants	2a(1)(B)	22201698
	(C) Others (including rollovers)	2a(1)(C)	2044822
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	34265644
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	416215
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	416215
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	25190255
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	25190255
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1382371
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		80918290
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		142172775

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38695968	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		38695968
f Corrective distributions (see instructions)	2f		442970
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	657213	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		657213
j Total expenses. Add all expense amounts in column (b) and enter total	2j		39796151

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		102376624
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CITRIN COOPERMAN & COMPANY, LLP

(2) EIN: 22-2428965

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		14685341
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....			
4d		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>GRIFFON CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRIFFON CORPORATION</u>	D Employer Identification Number (EIN) <u>11-1893410</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box	☐ Increase	☐ Decrease	☐ Both	☐ No
---	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2019
v. 190130

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____



INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Griffon Corporation Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Griffon Corporation Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion on the 2019 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2019, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion on the 2019 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2019 financial statements. Accordingly, we do not express an opinion on the 2019 financial statements referred to in the first paragraph.

Report on Supplemental Schedules

The supplemental schedule H, line 4a - delinquent participant contributions for the year ended December 31, 2019, and the supplemental schedule H, line 4i - assets (held at end of year) as of December 31, 2019, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter - 2018 Financial Statements

The financial statements of the Plan as of December 31, 2018, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated October 11, 2019, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the December 31, 2018 financial statements taken as a whole, and (b) the form and content of the information included in the December 31, 2018 financial statements, other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2019 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



CERTIFIED PUBLIC ACCOUNTANTS

Melville, New York
October 7, 2020

GRIFFON CORPORATION
RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2019 AND 2018
(with supplemental information)

**GRIFFON CORPORATION RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2019 AND 2018**

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Griffon Corporation Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Griffon Corporation Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion on the 2019 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2019, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion on the 2019 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2019 financial statements. Accordingly, we do not express an opinion on the 2019 financial statements referred to in the first paragraph.

Report on Supplemental Schedules

The supplemental schedule H, line 4a - delinquent participant contributions for the year ended December 31, 2019, and the supplemental schedule H, line 4i - assets (held at end of year) as of December 31, 2019, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter - 2018 Financial Statements

The financial statements of the Plan as of December 31, 2018, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated October 11, 2019, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the December 31, 2018 financial statements taken as a whole, and (b) the form and content of the information included in the December 31, 2018 financial statements, other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2019 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



CERTIFIED PUBLIC ACCOUNTANTS

Melville, New York
October 7, 2020

GRIFFON CORPORATION
RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2019 AND 2018

	December 31,	
	2019	2018
ASSETS:		
Investments, at fair value:		
Mutual and money market funds	\$ 527,228,921	\$ 425,821,491
Common collective trust	56,580,020	55,564,508
Self-directed brokerage accounts	1,064,298	933,724
Total investments	<u>584,873,239</u>	<u>482,319,723</u>
Receivables:		
Notes receivable from participants	7,791,614	7,733,679
Participant contributions receivable	83,380	79,492
Employer contributions receivable	564,683	875,135
Total receivables	<u>8,439,677</u>	<u>8,688,306</u>
Total assets	593,312,916	491,008,029
LIABILITIES:		
Excess contributions payable	<u>417,663</u>	<u>489,400</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 592,895,253</u>	<u>\$ 490,518,629</u>

The accompanying notes to financial statements are an integral part of these statements.

GRIFFON CORPORATION
RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2019

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:	
Net appreciation of investments	\$ 80,918,290
Dividend income on investments	25,190,255
Interest income on investments	1,382,371
Total investment income	<u>107,490,916</u>
Interest income on participant loans	<u>416,215</u>
Contributions:	
Elective contributions - participants	22,201,698
Rollover contributions - participants	2,044,822
Profit sharing contributions - employer	1,412,817
Non-elective contributions - employer	8,606,307
Total contributions	<u>34,265,644</u>
Total additions	<u>142,172,775</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Payment of benefits to participants	39,138,938
Other deductions	657,213
Total deductions	<u>39,796,151</u>
Net increase in net assets available for benefits	102,376,624
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>490,518,629</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 592,895,253</u></u>

The accompanying notes to financial statements are an integral part of these statements.

**GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

(1) Plan description

The following plan description of the Griffon Corporation Retirement Plan, as amended (the “Plan”), is provided for general information purposes. Participants of the Plan should refer to the Plan document for more detailed and complete information.

General

The Plan is a defined contribution plan. Employees of Griffon Corporation (the “Company”) and its wholly owned domestic subsidiaries including Telephonics Corporation (“Telephonics”), The AMES Companies, Inc. (“AMES”), ATT Southern, Inc. (“ATT”), ClosetMaid LLC (“CM” and collectively with ATT and AMES, the “AMES Entities”), Clopay Corporation (“Clopay”), Clopay Transportation Company (“CTC”), Clopay Building Products Company, Inc. (“CBPC” and collectively with Clopay, and CTC the “Clopay Entities”), CornellCookson, LLC, CC Installation Company, Inc. and Cornell Storefront Systems, Inc. (collectively, “Cornell”) and Systems Engineering Group, Inc. (“SEG”, and collectively with the Company, Telephonics, the AMES Entities, the Clopay Entities, and Cornell, the “Employer”), who are not nonresident aliens with no earned income, members of a collective bargaining unit (unless the collective bargaining agreement expressly provides for the inclusion of the employee), leased employees, temporary employees who are scheduled to work less than 1,000 hours of service (as defined) in a calendar year, or are classified as an “intern” or “co-op employee” by the Employer, are automatically eligible to participate in the Plan upon completion of thirty days of continuous service, as defined, with the exception of the Ames Companies, Inc. employees who are subject to attainment of the age of 21 before becoming eligible to participate in the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Expenses incurred in connection with administration of the Plan are paid by the Company.

Contributions

Under the terms of the Plan, allowable contributions are outlined as follows:

- a. Elective contributions - participants may elect to defer up to 50% of their compensation, as defined, up to a maximum of \$19,000 for plan year 2019. Additionally, individuals who attained the age of 50 are allowed to make an additional “catch-up” contribution up to a maximum of \$6,000. The Employer

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

will remit these amounts into the Plan on behalf of the participants. The participants are fully vested in these funds at all times.

- b. Non-elective contributions – each pay period, the Employer makes a matching contribution to each participant’s account based on a percentage of that participant’s compensation deferred into the Plan.

With the exception of Cornell employees who are subject to a three-year vesting schedule, the participants are fully vested in these funds at all times. Cornell employees, upon incurring a break in service, as defined, forfeit the value of any nonvested non-elective contributions made by the Employer, which were previously allocated to their individual accounts.

- c. Profit sharing contributions – each pay period, SEG makes a profit sharing contribution to the Plan on behalf of its employees. The SEG profit sharing contribution is allocated to each applicable participant’s account based on a formula, which is set forth in the Plan. The Employer may, at its discretion, make additional contributions to the Plan. A participant becomes vested in these contributions based on years of service from the date the participant commenced employment, with a full vesting after four years of service. Upon incurring a break in service, as defined, participants forfeit the value of any nonvested profit sharing contributions made by the Employer, which were previously allocated to their individual accounts.
- d. Rollovers - a participant has the ability to roll over into the Plan all or a portion of the cash or the cash value of distributions the participant has received from another qualified plan, subject to certain requirements.

Contribution limitation

In order to satisfy the current rules of Section 415(c) of the Internal Revenue Code (the “Code”), the amount of annual additions, as defined, to each participant’s individual account is limited under the Plan. Accordingly, in no event shall the annual addition, as defined, exceed the lesser of \$56,000 for the plan year 2019 (or such other limit as may be the maximum permissible pursuant to the provisions of Section 415 of the Code) or 100% of such employee’s annual compensation, as defined under the Plan.

Allocations to participants’ accounts

Each participant’s account is credited with the participant’s contributions and allocations of (a) the Company’s contribution and (b) the Plan’s earnings and may be charged certain administrative expenses. Allocations are based on participant earnings, account balances or specific transactions, as defined. Participants are also permitted to change the allocation among investments at any time and the benefit to

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes receivable from participants

The Plan provides for loans to active participants. Participants may borrow from the Plan a minimum of \$1,000 and a maximum amount not to exceed the lesser of (1) \$50,000 less the highest outstanding loan balance over the prior 12 months or (2) 50% of the participant's vested account balance. The loans are payable over a period not to exceed five years, with the exception of Cornell employees who had a loan for a principal dwelling prior to acquisition, and bear interest at the prime rate plus 1%. The loans are secured by the pledge of the participant's interest in the Plan. Generally, participants are required to pay off outstanding loan balances when they terminate employment or the loan balances will be treated as taxable distributions to the participants. Participants may prepay their loans at any time without penalty.

Withdrawals by participants and payment of benefits

Upon retirement, death, disability, termination of service or attainment of age 65 with at least 10 years of participation in the Plan, vested Plan benefits will become available for distribution generally in the form of a lump-sum, as soon as administratively practicable. A participant's interest in their account becomes fully vested if employment is terminated due to death, disability or attainment of normal retirement age.

Terminated participants, that have not yet reached normal retirement age, will receive an automatic lump sum distribution if their account balance does not exceed \$1,000. If the total of the account value is greater than \$1,000 but does not exceed \$5,000 the Plan will automatically roll the participant's account over to an individual retirement plan account maintained on the participant's behalf by a financial institution selected by the Plan.

In addition, a penalty will be imposed on participant withdrawals made before the participant reaches age 59½. Participant withdrawals may be made prior to reaching age 59½ without incurring a penalty in cases of immediate and heavy financial need in accordance with the hardship provisions of the Plan and the Code.

Plan termination

It is currently the intention of the Employer that the Plan shall be permanent. However, the Employer reserves the right to terminate, suspend or completely discontinue contributions to the Plan at any time. Upon termination or partial termination of the Plan, all affected participants become fully vested in their individual account balances.

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

(2) Summary of significant accounting policies

Basis of accounting

The accompanying financial statements have been prepared under the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the year in which such adjustments are determined.

Investment valuation and income recognition

Under the Plan agreement, the trustees of the Plan manage the Plan’s assets together with the income therefrom. These assets are invested in money market funds, retirement savings trusts, assets held for investment purposes and several mutual funds. It is the duty of the trustees to hold, manage, invest and reinvest the Plan’s assets. All participant investments are participant directed.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation of investments. Net realized gains (losses) from the sale of investments are recorded on a trade-date basis and are determined for accounting purposes using the average cost method. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned.

Investments included in the Statements of Net Assets Available for Benefits are stated at fair value. Fair value is the unit valuation of each fund at year end as determined on the open market and includes interest and dividend income and appreciation (depreciation) in the fund assets. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance from credit losses has been recorded as of December 31, 2019 or 2018. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Forfeiture credits

As employees leave the Employer, their nonvested participant accounts are transferred to a separate cash account. Forfeitures can be used to restore forfeitures to employees who return to eligible employment within five years, then to pay Plan expenses, then to reduce future employer contributions, and if any remaining forfeiture amount exists, will then be allocated uniformly as determined by the Company to each employee other than highly compensated employees. At December 31, 2019 and 2018, forfeited nonvested accounts totaled \$439,733 and \$256,188, respectively. During the year ended December 31, 2019, no forfeitures were used for any allowable purposes under the Plan nor for any other purposes.

Payment of benefits

Benefits are recorded when paid.

(3) Transactions with parties-in-interest

The Plan invests in shares of mutual funds and a common collective trust managed by an affiliate of Vanguard Fiduciary Trust Company (“VFTC”). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. Notes receivable from participants are also party-in-interest transactions.

(4) Fair value measurements and plan investments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Financial Accounting Standards Board guidelines on fair value measurements established a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

value. The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The accounting guidance establishes three levels of inputs that may be used to measure fair value, as follows:

- Level 1 inputs are measured and recorded at fair value based upon quoted prices in active markets for identical assets.
- Level 2 inputs include inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 inputs are unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual and money market funds: Valued at the daily closing price as reported by the fund. Mutual and money market funds held by the Plan are open-ended mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds and money market funds are deemed to be actively traded.

Common/Collective trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common/collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Self-directed brokerage accounts: Accounts consist of common stocks and mutual funds that are valued on the basis of readily determinable market prices.

There have been no changes in the methodologies used at December 31, 2019 and 2018.

The following table represents the Plan's fair value hierarchy for investments at fair value as of December 31, 2019:

	Fair Value	Assets Measured at NAV (a)	Level 1
Mutual and money market funds	\$ 527,228,921	\$ -	\$ 527,228,921
Common/collective trusts	56,580,020	56,580,020	-
Self-directed brokerage accounts	1,064,298	-	1,064,298
	<u>\$ 584,873,239</u>	<u>\$ 56,580,020</u>	<u>\$ 528,293,219</u>

The following table represents the Plan's fair value hierarchy for investments at fair value as of December 31, 2018:

	Fair Value	Assets Measured at NAV (a)	Level 1
Mutual and money market funds	\$ 425,821,491	\$ -	\$ 425,821,491
Common/collective trusts	55,564,508	55,564,508	-
Self-directed brokerage accounts	933,724	-	933,724
	<u>\$ 482,319,723</u>	<u>\$ 55,564,508</u>	<u>\$ 426,755,215</u>

- (a) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient, which is a reasonable estimate of fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

As of December 31, 2019 and 2018, the Plan did not possess any level 2 or level 3 types of investments.

(5) Information prepared and certified by trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee, Vanguard Fiduciary Trust Company.

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

	December 31,	
	2019	2018
Mutual and money market funds	\$ 527,228,921	\$ 425,821,491
Common/collective trusts	56,580,020	55,564,508
Self-directed brokerage accounts	1,064,298	933,724
Total investments	584,873,239	482,319,723
Participant notes receivable	7,791,614	7,733,679
Total assets certified by trustee	<u>\$ 592,664,853</u>	<u>\$ 490,053,402</u>

Net appreciation on investments was \$80,918,290 for the year ended December 31, 2019. Dividend and interest income on investments was \$25,190,255 and \$1,382,371, respectively, for the year ended December 31, 2019. Interest income on participant loans was \$416,215 for the year ended December 31, 2019.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information with the related information included in the financial statements and supplementary schedules.

(6) Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

(7) Tax status

The Plan has received a favorable determination letter, dated July 26, 2017, from the Internal Revenue Service ("IRS") stating that it qualifies under Section 401(a) of the Code, and is entitled to an exemption under Section 501(a). The Plan has been amended since receiving the tax determination letter. However, the Plan administrator believes that the Plan is designed and currently being operated in accordance with applicable requirements of the Code and therefore, believes that the Plan is qualified, and the related trust is tax exempt.

U.S. GAAP requires the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by a governmental authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

as of December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by the tax authorities; however, there are currently no audits for any tax periods in progress. The Plan underwent an IRS audit for both the 2013 and 2014 Plan years that was completed in March of 2019. The audit resulted in adjustments to non-elective contributions of \$315,890 and net appreciation of investments of \$94,508 related to the 2013 and 2014 Plan years, which were included in the accompanying Statement of Changes in Net Assets Available for Benefits.

(8) Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits from the financial statements at December 31, 2019 to Schedule H of Form 5500:

Net assets available for benefits per the financial statements	\$ 592,895,253
Less: deemed distributed loans	(15,029)
Net assets available for benefits as per the Form 5500	<u>\$ 592,880,224</u>

(9) Delinquent participant contributions

During the Plan year ended December 31, 2019, the Company failed to remit certain participant contributions and loan repayments aggregating \$14,685,341 to the Plan on a timely basis as prescribed in the applicable Department of Labor regulations. Defined contribution plans must remit employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets. On average, the participant contributions and loan repayments were remitted to the Plan 7 days after the employee pay date. The Company computed the lost earnings of \$9,978 on these deferrals and loan repayments, and is in the process of making a contribution for lost earnings to the Plan.

(10) Subsequent events

The Plan has evaluated subsequent events occurring after the Statement of Net Assets Available for Benefits through the date of October 7, 2020, which is the date the financial statements were available to be issued, noting no matters required to be disclosed, except as noted below and in Note 9.

In March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic, which continues to spread throughout the U.S. and the world. The impact from the rapidly changing U.S. and global markets and economic conditions due to the COVID-19 outbreak is uncertain. As a result, the Plan's investment portfolio has incurred a decline in fair value since December 31, 2019. However, because the

GRIFFON CORPORATION
RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

values of the Plan's individual investments have and will fluctuate in response to changing market conditions, the amount of losses, if any, cannot be determined. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report.

GRIFFON CORPORATION
RETIREMENT PLAN
PLAN EIN: 11-1893410 PLAN NUMBER: 005
SCHEDULE H, LINE 4a
SCHEDULE OF DELIQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2019

	Participant Contributions Transferred Late to Plan *	Total That Constitute Prohibited Nonexempt Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction into Plan in VFCP	
Year 2019	☒ Check Here If Late Participant Loan Repayments are Included <div style="text-align: center;">x</div>		\$ 14,685,341 ⁽¹⁾		

(1) Late contributions and loan repayments of \$14,685,341 have been remitted to the Plan an average of 7 days after the employee payday. Lost earnings in the amount of approximately \$9,978 are in the process of being remitted.

See independent auditor's report.

GRIFFON CORPORATION
RETIREMENT PLAN
PLAN EIN: 11-1893410 PLAN NUMBER: 005
SCHEDULE H, LINE 4i ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2019

(b) Identity of Issue, Borrower, Lessor or Similar Party		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(c) Cost	(e) Current Value
*	Vanguard Institutional Index Fund	Registered Investment Company	**	\$69,639,403
*	Vanguard Windsor II Fund Admiral Shares	Registered Investment Company	**	62,365,911
	Wells Fargo Advantage Growth Fund	Registered Investment Company	**	61,484,164
*	Vanguard Retirement Savings Trust IV	Common/Collective Trust	**	56,580,020
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	**	37,603,434
*	Vanguard Total International Stock Index	Registered Investment Company	**	36,700,268
	Oakmark Equity & Income Fund	Registered Investment Company	**	30,079,561
	Dodge & Cox Income Fund	Registered Investment Company	**	26,754,647
*	Vanguard Target Retirement 2035 Fund	Registered Investment Company	**	26,259,689
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	**	24,775,464
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	**	17,765,811
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	**	15,828,468
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	**	15,498,586
	Janus Henderson Triton Class I Fund	Registered Investment Company	**	13,966,835
	Janus Enterprise Class I Fund	Registered Investment Company	**	12,245,505
*	Vanguard Extended Market Index Fund	Registered Investment Company	**	12,091,771
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	**	10,413,731
*	Vanguard Inflation-Protected Securities Fund	Registered Investment Company	**	10,403,926
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	**	9,084,987
	John Hancock Disciplined Value Mid Cap Fund	Registered Investment Company	**	8,453,271
*	Vanguard Target Retirement Income	Registered Investment Company	**	6,067,237
*	Vanguard Target Retirement 2055 Fund	Registered Investment Company	**	5,063,597
	JPMorgan Small Cap Value Fund; Class R5	Registered Investment Company	**	3,771,794
	Nuveen Real Estate Securities Fund	Registered Investment Company	**	3,084,893
	Oppenheimer Developing Markets Fund	Registered Investment Company	**	2,491,930
	MFS Utilities Fund	Registered Investment Company	**	2,297,072
*	Vanguard Target Retirement Fund	Registered Investment Company	**	2,032,613
*	Vanguard Brokerage Option	Self-directed Brokerage	**	1,064,298
		Accounts		
*	Vanguard Prime Money Market Fund	Registered Investment Company	**	658,535
*	Vanguard Target Retirement 2065 Fund	Registered Investment Company	**	345,818
*	Loan Fund	Participant Loans	**	7,791,614
		(4.25% to 10.5% interest with maturity dates through 2033)		
				<u><u>\$592,664,853</u></u>

* Party-in-interest, as defined by ERISA.

** Cost information has been omitted for participant-directed investments

See independent auditor's report.

GRIFFON CORPORATION
RETIREMENT PLAN
PLAN EIN: 11-1893410 PLAN NUMBER: 005
SCHEDULE H, LINE 4i ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2019

		(c) Description of Investment Including		
(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(c) Cost	(e) Current Value
*	Vanguard Institutional Index Fund	Registered Investment Company	**	\$69,639,403
*	Vanguard Windsor II Fund Admiral Shares	Registered Investment Company	**	62,365,911
	Wells Fargo Advantage Growth Fund	Registered Investment Company	**	61,484,164
*	Vanguard Retirement Savings Trust IV	Common/Collective Trust	**	56,580,020
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	**	37,603,434
*	Vanguard Total International Stock Index	Registered Investment Company	**	36,700,268
	Oakmark Equity & Income Fund	Registered Investment Company	**	30,079,561
	Dodge & Cox Income Fund	Registered Investment Company	**	26,754,647
*	Vanguard Target Retirement 2035 Fund	Registered Investment Company	**	26,259,689
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	**	24,775,464
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	**	17,765,811
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	**	15,828,468
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	Janus Henderson Triton Class I Fund	Registered Investment Company	**	13,966,835
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	Nuveen Real Estate Securities Fund	Registered Investment Company	**	3,084,893
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	MFS Utilities Fund	Registered Investment Company	**	2,297,072
*	Vanguard Target Retirement Fund	Registered Investment Company	**	2,032,613
*	Vanguard Brokerage Option	Self-directed Brokerage	**	1,064,298
		Accounts		
*	Vanguard Prime Money Market Fund	Registered Investment Company	**	658,535
*	Vanguard Target Retirement 2065 Fund	Registered Investment Company	**	345,818
*	Loan Fund	Participant Loans	**	7,791,614
		(4.25% to 10.5% interest with maturity dates through 2033)		
				<u>\$592,664,853</u>

* Party-in-interest, as defined by ERISA.

** Cost information has been omitted for participant-directed investments

See independent auditor's report.

GRIFFON CORPORATION
RETIREMENT PLAN
PLAN EIN: 11-1893410 PLAN NUMBER: 005
SCHEDULE H, LINE 4a
SCHEDULE OF DELIQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2019

	Participant Contributions Transferred Late to Plan *	Total That Constitute Prohibited Nonexempt Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction into Plan in VFCP	
Year 2019	☒ Check Here If Late Participant Loan Repayments are Included <div style="text-align: center;">x</div>		\$ 14,685,341 ⁽¹⁾		

(1) Late contributions and loan repayments of \$14,685,341 have been remitted to the Plan an average of 7 days after the employee payday. Lost earnings in the amount of approximately \$9,978 are in the process of being remitted.

See independent auditor's report.