

GRIFFON CORP  
Form S-4/A  
July 06, 2011

As filed with the Securities and Exchange Commission on July 6, 2011

Registration No. 333-175109

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**AMENDMENT NO. 1 TO**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**GRIFFON CORPORATION\***

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**3442**  
(Primary Standard Industrial  
Classification Code Number)

**11-1893410**  
(I.R.S. Employer Identification Number)

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**712 Fifth Avenue, 18th Floor**  
**New York, New York 10019**  
**(212) 957-5000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Seth L. Kaplan**  
**Senior Vice President, General Counsel and Secretary**  
**Griffon Corporation**  
**712 Fifth Avenue, 18th Floor**  
**New York, New York 10019**  
**(212) 957-5000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Martin Nussbaum**  
**Dechert LLP**  
**1095 Avenue of the Americas**  
**New York, New York 10036**  
**(212) 698-3500**  
**(212) 698-3599 Facsimile**

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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

\* Includes certain subsidiaries of Griffon Corporation identified on the following page.

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**CALCULATION OF REGISTRATION FEE**

<u>Title of each class of securities to be registered</u>	<u>Amount to be registered</u>	<u>Proposed maximum offering price per share</u>	<u>Proposed maximum aggregate offering price</u>	<u>Amount of registration fee(1)</u>
7 % Senior Notes due 2018 Guarantees of 7 % Senior Notes due 2018	\$ 550,000,000	100%	\$ 550,000,000	\$ 63,855(2) (3)

(1) The registration fee has been calculated pursuant to Rule 457(f) under the Securities Act.

(2) The Registrant previously paid \$63,855 in connection with the previous filing of this Registration Statement.

(3) No additional consideration is being received for the guarantees, and, therefore no additional fee is required.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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Table of Additional Registrants

<b>EXACT NAME OF ADDITIONAL REGISTRANT AS SPECIFIED IN ITS CHARTER*</b>	<b>STATE OR OTHER JURISDICTION OF INCORPORATION</b>	<b>IRS EMPLOYEE IDENTIFICATION NUMBER</b>
Clopay Building Products Company, Inc.	Delaware	11-2808682
Clopay Plastic Products Company, Inc.	Delaware	11-2808683
Telephonics Corporation	Delaware	52-0897556
Ames True Temper, Inc.	Delaware	22-2335400

\* The address for service of each of the additional registrants is c/o Griffon Corporation, 712 Fifth Avenue, 18<sup>th</sup> Floor, New York, New York 10019, telephone (212) 957-5000.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Registration Statement on Form S-4, initially filed with the Securities and Exchange Commission on June 24, 2011 (File No. 333 175109), is filed to amend and restate in its entirety the section of the Registration Statement entitled Incorporation By Reference. No other changes have been made to the Registration Statement and, accordingly, no other part of the Registration Statement has been included herein.

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**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference into this prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus or a prospectus supplement. We incorporate by reference in this prospectus the documents listed below:

Annual Report on Form 10-K of Griffon Corporation for the fiscal year ended September 30, 2010, portions of which have been updated by the Current Report on Form 8-K filed on June 24, 2011;

Quarterly Report on Form 10-Q of Griffon Corporation for the quarterly period ended December 31, 2010;

Quarterly Report on Form 10-Q of Griffon Corporation for the quarterly period ended March 31, 2011, portions of which have been replaced and superseded by the Current Report on Form 8-K filed on June 24, 2011;

Current Reports on Form 8-K of Griffon Corporation filed on October 1, 2010, February 9, 2011, March 7, 2011 (two reports), March 15, 2011 (two reports), March 17, 2011, March 18, 2011, April 26, 2011 and June 24, 2011, and the Current Reports on Form 8-K/A of Griffon Corporation filed on November 12, 2010, November 16, 2010 and April 22, 2011;

Proxy Statement on Schedule 14A of Griffon Corporation filed on December 15, 2010; and

Annual Report on Form 10-K of ATT Holding Co. for the fiscal year ended October 3, 2009.

Our Current Report on Form 8-K filed on June 24, 2011 provides guarantor financial information pursuant to Rule 3-10 of Regulation S-X regarding certain of the Company's subsidiaries that are guarantors of the notes.

We are also incorporating by reference any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this prospectus and prior to the consummation of the offering, except that, unless otherwise indicated, we are not incorporating any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 6, 2011.

**GRIFFON CORPORATION**

By: \_\_\_\_\_  
 \*  
 Name: Ronald J. Kramer  
 Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Ronald J. Kramer	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 6, 2011
* _____ Douglas J. Wetmore	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	July 6, 2011
* _____ Brian G. Harris	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	July 6, 2011
* _____ Harvey R. Blau	Chairman of the Board	July 6, 2011
* _____ Henry A. Alpert	Director	July 6, 2011
* _____ Bertrand M. Bell	Director	July 6, 2011
* _____ Gerald J. Cardinale	Director	July 6, 2011
* _____ Blaine V. Fogg	Director	July 6, 2011
* _____ Bradley J. Gross	Director	July 6, 2011
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Robert G. Harrison

Director

July 6, 2011

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Donald J. Kutyna

Director

July 6, 2011

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James A. Mitarotonda

Director

July 6, 2011

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Martin S. Sussman

Director

July 6, 2011

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William H. Waldorf

Director

July 6, 2011

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Signature	Title	Date
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Joseph J. Whalen	Director	July 6, 2011
* By: /s/ SETH L. KAPLAN		
Seth L. Kaplan, Attorney-in-Fact		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 6, 2011.

**CLOPAY BUILDING PRODUCTS COMPANY, INC.**

By: \_\_\_\_\_ \*

Name: Steven M. Lynch  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Steven M. Lynch	President and Director <i>(Principal Executive Officer)</i>	July 6, 2011
* _____ Joel T. Eberlein	Vice President, Finance Treasurer and Secretary <i>(Principal Financial and Accounting Officer)</i>	July 6, 2011
* _____ Eugene C. Colleran	Director	July 6, 2011
* _____ Douglas J. Wetmore	Director	July 6, 2011
* _____ Patrick L. Alesia	Director	July 6, 2011

\* By: /s/ SETH L. KAPLAN

Seth L. Kaplan, Attorney-in-Fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 6, 2011.

**CLOPAY PLASTICS PRODUCTS COMPANY, INC.**

By: \_\_\_\_\_ \*

Name: Gary A. Abyad  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Gary A. Abyad	President and Director <i>(Principal Executive Officer)</i>	July 6, 2011
* _____ Patrick T. Schafer	Vice President, Global Finance <i>(Principal Financial and Accounting Officer)</i>	July 6, 2011
* _____ Eugene C. Colleran	Director	July 6, 2011
* _____ Douglas J. Wetmore	Director	July 6, 2011
* _____ Patrick L Alesia	Director	July 6, 2011
* By: /s/ SETH L. KAPLAN _____ Seth L. Kaplan, Attorney-in-Fact		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 6, 2011.

**AMES TRUE TEMPER, INC.**

By: \*

Name: Eugene C. Colleran  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 6, 2011
Eugene C. Colleran		
*	Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 6, 2011
Marcus J. Hamilton		
*	Director	July 6, 2011
Ronald J. Kramer		
*	Director	July 6, 2011
Douglas J. Wetmore		
*	Director	July 6, 2011
Patrick L. Alesia		
* By: /s/ SETH L. KAPLAN		
Seth L. Kaplan, Attorney-in-Fact		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 6, 2011.

**TELEPHONICS CORPORATION**

By: \_\_\_\_\_ \*

Name: Joseph J. Battaglia  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Joseph Battaglia	President <i>(Principal Executive Officer)</i>	July 6, 2011
* _____ Dominick Nocera	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 6, 2011
* _____ Patrick L. Alesia	Director	July 6, 2011
* _____ Ronald J. Kramer	Director	July 6, 2011
* _____ Douglas J. Wetmore	Director	July 6, 2011
* By: /s/ SETH L. KAPLAN		
Seth L. Kaplan, Attorney-in-Fact		