

BARINGTON COMPANIES EQUITY PARTNERS L P  
Form SC 13D/A  
October 06, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

(Amendment No. 2)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**Griffon Corporation**

(Name of Issuer)

**Common Stock, par value \$0.25 per share**

(Title of Class of Securities)

**398433102**

(CUSIP Number)

**Mr. James A. Mitarotonda**

**c/o Barington Companies Equity Partners, L.P.**

**888 Seventh Avenue, 17th Floor**

**New York, NY 10019**

**(212) 974-5700**

(Name, Address and Telephone Number of

Person Authorized to Receive Notices  
and Communications)

**September 29, 2008**

(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: [ ].

(Continued on following pages)

(Page 1 of 23 Pages)

**SCHEDULE 13D**

CUSIP No. 398433102

Page 2 of 23 Pages

1) **NAME OF REPORTING PERSON**

Barington Companies Equity Partners, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7) **SOLE VOTING POWER**

NUMBER OF SHARES 807,602

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8) **SHARED VOTING POWER**

None

9) **SOLE DISPOSITIVE POWER**

WITH 807,602

**10) SHARED DISPOSITIVE POWER**

None

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

807,602

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

[ ]

**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

1.38%

**14) TYPE OF REPORTING PERSON**

PN

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**SCHEDULE 13D**

CUSIP No. 398433102

Page 3 of 23 Pages

1) **NAME OF REPORTING PERSON**

Barington Companies Investors, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7) **SOLE VOTING POWER**

NUMBER OF SHARES 807,602

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8) **SHARED VOTING POWER**

None

9) **SOLE DISPOSITIVE POWER**

WITH 807,602

**10) SHARED DISPOSITIVE POWER**

None

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

807,602

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

[ ]

**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

1.38%

**14) TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

CUSIP No. 398433102

Page 4 of 23 Pages

1) **NAME OF REPORTING PERSON**

Barington Investments, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7) **SOLE VOTING POWER**

NUMBER OF SHARES 536,449

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8) **SHARED VOTING POWER**

None

9) **SOLE DISPOSITIVE POWER**

WITH 536,449

**10) SHARED DISPOSITIVE POWER**

None

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

536,449

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

[ ]

**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.92%

**14) TYPE OF REPORTING PERSON**

PN

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**SCHEDULE 13D**

CUSIP No. 398433102

Page 5 of 23 Pages

1) **NAME OF REPORTING PERSON**

Barington Companies Advisors, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7) **SOLE VOTING POWER**

NUMBER OF SHARES 536,449

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8) **SHARED VOTING POWER**

None

9) **SOLE DISPOSITIVE POWER**

WITH 536,449

**10) SHARED DISPOSITIVE POWER**

None

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

536,449

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

[ ]

**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.92%

**14) TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

CUSIP No. 398433102

Page 6 of 23 Pages

**1) NAME OF REPORTING PERSON**

Benchmark Opportunitas Fund plc

**2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3) SEC USE ONLY**

**4) SOURCE OF FUNDS**

WC

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)**

**6) CITIZENSHIP OR PLACE OF ORGANIZATION**

Ireland

**7) SOLE VOTING POWER**

**NUMBER OF  
SHARES**

None

**BENEFICIALLY  
OWNED BY  
EACH**

**8) SHARED VOTING POWER**

None

**REPORTING  
PERSON  
WITH**

**9) SOLE DISPOSITIVE POWER**

None

**10) SHARED DISPOSITIVE POWER**

None

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

None

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**