

GRIFFON CORP  
Form 424B3  
November 10, 2003

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File pursuant to Rule 424(b)(3)  
Registration No. 333-109171

Prospectus Supplement  
(to Prospectus dated October 21, 2003)

**GRIFFON CORPORATION**  
**4.0% CONTINGENT CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2023**

This Prospectus Supplement supplements the Prospectus dated October 21, 2003 relating to \$130,000,000 aggregate principal amount of our 4.0% Contingent Convertible Senior Subordinated Notes Due 2023 and the shares of our common stock into which those Notes are convertible.

The following are the Selling Securityholders at the date of this Prospectus Supplement. We obtained the information about Notes beneficially owned and that may be offered by the Prospectus, and about shares of Common stock beneficially owned, from the individual Selling Securityholders. We have not attempted to verify that information.

| Name of Selling Securityholder (1)                                                                                                                              | Principal Amount of<br>Notes Beneficially<br>Owned Prior to this<br>Offering | Principal Amount of<br>Notes Offered by<br>This Prospectus | Number of Shares of<br>Common<br>Stock Beneficially<br>Owned<br>Prior to this<br>Offering(2) | Number of Shares of<br>Common Stock<br>Offered by This<br>Prospectus(2) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Alpine Associates                                                                                                                                               | \$ 3,100,000                                                                 | \$ 3,100,000                                               | 128,470                                                                                      | 128,470                                                                 |
| Alpine Partners, L.P.                                                                                                                                           | \$ 400,000                                                                   | \$ 400,000                                                 | 16,576                                                                                       | 16,576                                                                  |
| Black Diamond Convertible Offshore LC                                                                                                                           | \$ 1,089,000                                                                 | \$ 1,089,000                                               | 45,130                                                                                       | 45,130                                                                  |
| Black Diamond Offshore Ltd.                                                                                                                                     | \$ 607,000                                                                   | \$ 607,000                                                 | 25,155                                                                                       | 25,155                                                                  |
| Double Black Diamond Offshore LDC                                                                                                                               | \$ 3,188,000                                                                 | \$ 3,188,000                                               | 132,117                                                                                      | 132,117                                                                 |
| Durango Investments L.P.                                                                                                                                        | \$ 5,000,000                                                                 | \$ 5,000,000                                               | 207,210                                                                                      | 207,210                                                                 |
| Grace Convertible Arbitrage Fund, Ltd.                                                                                                                          | \$ 3,000,000                                                                 | \$ 3,000,000                                               | 124,326                                                                                      | 124,326                                                                 |
| Polaris Vega Fund L.P.                                                                                                                                          | \$ 1,000,000                                                                 | \$ 1,000,000                                               | 41,442                                                                                       | 41,442                                                                  |
| DBAG London                                                                                                                                                     | \$ 66,900,000                                                                | \$ 66,900,000                                              | 2,772,482                                                                                    | 2,772,482                                                               |
| Deutsche Bank Securities Inc.                                                                                                                                   | \$ 50,000                                                                    | \$ 50,000                                                  | 2,072                                                                                        | 2,072                                                                   |
| Any other holders of notes or shares of<br>common stock issued on conversion of<br>notes and future transferees, pledgees,<br>donees and successors thereof (3) | \$ 45,666,000                                                                | \$ 45,666,000                                              | \$ 1,892,504                                                                                 | \$ 1,892,504                                                            |
| Total                                                                                                                                                           | \$ 130,000,000                                                               | \$ 130,000,000                                             | 5,387,484(4)                                                                                 | 5,387,484                                                               |

(1) Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in amendments or supplements to this prospectus, if and when required.

(2) Unless otherwise indicated, includes all shares of common stock issuable upon conversion of the notes and assumes a conversion price of \$24.13 per share and a cash payment in lieu of any fractional share. However, this conversion price will be subject to adjustment as described under "Description of the Notes Conversion Rights Conversion Rate Adjustments." As a result, the number of shares of common stock beneficially owned prior to this offering and the number of shares of common stock offered hereby may increase or

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decrease in the future. Also assumes that the notes are convertible immediately. As described above under "Description of the Notes Conversion Rights," the notes are convertible only in specified circumstances.

(3)

Information concerning other selling securityholders will be set forth in amendments or supplements to this prospectus, if required.

(4)

Assumes that any other holders of notes or shares of common stock issuable on conversion of notes and their respective transferees, pledgees, donees and successors do not beneficially own any common stock other than the common stock issued or issuable upon conversion of the notes.

November 4, 2003

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