

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

FORM 8-K
Current Report
Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

April 1, 2016
Date of report (Date of earliest event reported)

GRIFFIN INDUSTRIAL REALTY, INC.
(Exact name of registrant as specified in charter)

<u>Delaware</u> (State or other jurisdiction of incorporation or organization)	<u>06-0868496</u> (IRS Employer Identification Number)
Commission File Number	<u>1-12879</u>
<u>One Rockefeller Plaza, New York, New York</u> (Address of principal executive offices)	<u>10020</u> (Zip Code)
Registrant's Telephone Number including Area Code	<u>(212) 218-7910</u>

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

Griffin Industrial Realty, Inc. (“Griffin” or “Registrant”) announced today that its Board of Directors has authorized a program under which the Company may repurchase up to \$5,000,000 of its outstanding common stock from time to time in privately negotiated transactions (the “Repurchase Program”). Purchases under the Repurchase Program are expected to begin after Griffin’s 2016 Annual Meeting of Stockholders scheduled for May 10, 2016. The Repurchase Program will expire on May 10, 2017. The amount and timing of purchases under the Repurchase Program does not obligate Griffin to repurchase any shares and may be suspended at any time at management’s discretion. Griffin currently has 5,152,708 shares of common stock outstanding.

A copy of Griffin’s April 1, 2016 press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

Exhibit 99.1: Press Release dated April 1, 2016 (attached hereto).

This Form 8-K includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward looking statements include without limitation statements regarding the anticipated timing of purchases under the Repurchase Program. Although Griffin believes that its plans, intentions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such plans, intentions or expectations will be achieved. The projected information disclosed herein is based on assumptions and estimates that, while considered reasonable by Griffin as of the date hereof, are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, many of which are beyond the control of Griffin and which could cause actual results and events to differ materially from those expressed or implied in the forward-looking statements. Important factors that could affect the outcome of the events set forth in these statements include the risk that purchases under the Repurchase Program will not begin in the timeframe expected by the Company, or at all, and the risks described in Griffin’s Securities and Exchange Commission filings, including the “Business,” “Risk Factors” and “Forward-Looking Information” sections in Griffin’s Annual Report on Form 10-K for the fiscal year ended November 30, 2015. Griffin disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this Current Report except as required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRIFFIN INDUSTRIAL REALTY, INC.

By: /s/ Anthony J. Galici
Anthony J. Galici
Vice President, Chief Financial Officer
and Secretary

Dated: April 1, 2016

NEWS FROM:

Exhibit 99.1

GRIFFIN INDUSTRIAL REALTY, INC.

**CONTACT:
Anthony Galici
Chief Financial
Officer
(860) 286-1307**

GRIFFIN ANNOUNCES STOCK REPURCHASE PROGRAM

NEW YORK, NEW YORK (April 1, 2016) Griffin Industrial Realty, Inc. (NASDAQ: GRIF) (“Griffin”) announced today that its Board of Directors has authorized a program under which the Company may repurchase up to \$5,000,000 of its outstanding common stock from time to time in privately negotiated transactions. Purchases under the stock repurchase program are expected to begin after Griffin’s 2016 Annual Meeting of Stockholders scheduled for May 10, 2016. The stock repurchase program will expire on May 10, 2017. The amount and timing of purchases under the stock repurchase program will be dependent on market and other conditions. “Griffin’s management is confident in the strength of the Company’s real estate assets, operations and balance sheet,” said Michael S. Gamzon, Griffin’s President and Chief Executive Officer. “The Board of Directors believes this stock repurchase program represents a good use of a portion of Griffin’s funds while we continue to invest our capital in long-term growth opportunities and enhance stockholder value. Additionally, the repurchase program may potentially serve to help offset future dilution from the exercise of stock options.” The stock repurchase program does not obligate Griffin to repurchase any shares and may be suspended at any time at management’s discretion. Griffin currently has 5,152,708 shares of common stock outstanding.

Forward-Looking Statements:

This Press Release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the anticipated timing of purchases under the stock repurchase program, Griffin’s long-term growth, potential enhancement of stockholder value and offsetting future dilution from the exercise of stock options. Although Griffin believes that its plans, intentions and expectations are reasonable, it can give no assurance that such plans, intentions or expectations will be achieved. The estimates on which the assumptions are based, while considered reasonable by Griffin as of the date hereof, are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, many of which are beyond the control of Griffin and which could cause actual results and events to differ materially from those expressed or implied. Important factors that could affect the outcome of the events set forth in these statements include the risk that purchases under the stock repurchase program will not begin in the timeframe expected by the Company, or at all, and the risks described in Griffin's Securities and Exchange Commission filings, including the "Business," "Risk Factors" and "Forward-Looking Information" sections in Griffin's Annual Report on Form 10-K for the fiscal year ended November 30, 2015. Griffin disclaims any obligation to update any estimates as a result of developments occurring after the date of this press release except as required by law.