

GOLDMAN MICHAEL  
Form SC 13E3/A  
September 23, 2009

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13E-3  
(Amendment No. 2)

Rule 13e-3 Transaction Statement  
Under Section 13(e) of the Securities Exchange Act of 1934

Colonial Commercial Corp.  
(Name of Subject Company (Issuer))

Michael Goldman (Filing Person)  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

Convertible Preferred Stock, Par Value \$0.05 Per Share  
(Title of Class of Securities)

195621.503  
(CUSIP Number of Class of Securities)

William Pagano  
Colonial Commercial Corp.  
275 Wagaraw Road, Hawthorne, NJ 07506  
Telephone: (973) 427-3320  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C, or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

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Transaction Valuation\*

\$446,033

Amount of Filing Fee\*\*

\$24.88

\*Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that 356,826 outstanding shares of Convertible Preferred Stock, par value \$0.05 per share, are being purchased at the tender offer price of \$1.25 per share

\*\*The amount of the filing fee is calculated in accordance with Fee Rate Advisory #5 for Fiscal Year 2009 issued by the SEC, effective March 11, 2009, by multiplying the Transaction Value by 0.00005580.

T Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$24.88

Filing Party: Colonial Commercial Corp. (Issuer and Filing Person)

Form or Registration No.: SC TO-I

Date Filed: July 9, 2009

INTRODUCTION

Colonial Commercial Corp. (the "Company") on September 23, 2009 announced that on September 22, 2009 it had extended the expiration date of its Tender Offer to acquire for cash all currently outstanding shares of its Convertible Preferred Stock, par value \$0.05 per share (the "Preferred Stock") from 12:00 midnight New York City time on September 22, 2009, to 12 midnight New York City time on October 6, 2009.

The Company mailed a Letter to Shareholders informing shareholders of the extension of the Tender Offer. A copy of this letter is attached as an exhibit.

On September 23, 2009, the Company amended its Schedule TO and related exhibits and documents (collectively, the "Amended Schedule TO") to reflect the extended expiration date.

The Items set forth in Schedule 13e-3 filed on August 20, 2009 and amended by Amendment No. 1 filed on August 21, 2009 are hereby amended and supplemented by the Amended Schedule TO.

As of September 22, 2009, 142,604 shares of Preferred Stock were tendered pursuant to the offer.

Item 16 of the Schedule 13e-3 is further amended and supplemented by adding the following thereto:

- (a)(14) Press Release dated September 23, 2009, filed herewith
- (a)(15) Letter to Shareholders dated September 23, 2009, filed herewith

Item 16. Exhibits

- |  | Exhibit No.    | Description   |
|--|----------------|---|
|  | <u>(a)(14)</u> | Press Release dated September 23, 2009, filed herewith          |
|  | <u>(a)(15)</u> | Letter to Shareholders dated September 23, 2009, filed herewith |
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COLONIAL COMMERCIAL CORP.

By: /s/ Michael Goldman  
Name: Michael Goldman  
Title: Chairman of the Board  
Dated: September 23, 2009

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