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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**February 15, 2012**

Date of Report (Date of earliest event reported)

**Colonial Commercial Corp.**

(Exact name of Registrant as Specified in Charter)

**NEW YORK**

(State or other Jurisdiction of Incorporation)

**1-6663**

(Commission File Number)

**11-2037182**

(IRS Employer Identification No.)

**275 WAGARAW ROAD, HAWTHORNE, NEW JERSEY**

(Address of Principal Executive Offices)

**07506**

(Zip Code)

Registrant's Telephone Number, Including Area Code: **973-427-8224**

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))
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## ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 15, 2012 and effective as of December 31, 2011, the Company and Goldman Associates of New York, Inc. (“Goldman Associates”) executed a fifth amendment to the secured note in the principal amount of \$750,000 dated July 29, 2004 by the Company and Goldman Associates, to extend the maturity date from January 1, 2012 to January 1, 2014. Michael Goldman is the president and majority shareholder of Goldman Associates and is the Chairman of the Board of the Company.

On February 15, 2012 and effective as of December 31, 2011, the Company and Rita Folger executed a fifth amendment to the convertible note dated July 29, 2004 in the principal amount of \$100,000, to extend the first maturity date and the final maturity date from January 1, 2012 to January 1, 2014 so that the entire principal amount of this note is due and payable on January 1, 2014.

On February 15, 2012 and effective as of December 31, 2011, the Company and William Pagano executed a fifth amendment to the convertible note dated July 29, 2004 in the principal amount of \$100,000, to extend the first maturity date and the final maturity date from January 1, 2012 to January 1, 2014 so that the entire principal amount of this note is due and payable on January 1, 2014. Mr. Pagano is the Chief Executive Officer and a Director of the Company.

Copies of the foregoing amendments are filed as exhibits hereto.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

### (d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 10.01       | Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., incorporated herein by reference from Exhibit 4.5 to the Company’s Form 10-Q filed on August 16, 2004.   |
| 10.02       | Amendment No. 1 dated March 27, 2008 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., incorporated herein by reference from Exhibit 10.14(d) to the Company’s Form 10-K filed on March 31, 2008.   |
| 10.03       | Amendment No. 2 dated February 12, 2009 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., incorporated herein by reference from Exhibit 10.03 to the Company’s Form 8-K filed on February 13, 2009. |
| 10.04       | Amendment No. 3 dated March 5, 2010 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., incorporated herein by reference from Exhibit 10.04 to the Company’s Form 8-K filed on March 10, 2010.        |

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| 10.05 | Amendment No. 4 dated March 1, 2011 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., incorporated herein by reference from Exhibit 10.05 to the Company's Form 8-K filed on March 2, 2011. |
| 10.06 | Amendment No. 5 dated February 15, 2012 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., filed herewith.   |
| 10.07 | Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 4.2 to the Company's Form 10-Q filed on August 16, 2004.  |
| 10.08 | Amendment No. 1 dated March 27, 2008 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 10.13(c) to the Company's Form 10-K filed on March 31, 2008.                |
| 10.09 | Amendment No. 2 dated February 12, 2009 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 10.06 to the Company's Form 8-K filed on February 13, 2009.              |
| 10.10 | Amendment No. 3 dated March 5, 2010 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 10.08 to the Company's Form 8-K filed on March 10, 2010.                     |
| 10.11 | Amendment No. 4 dated March 1, 2011 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 10.10 to the Company's Form 8-K filed on March 2, 2011.                      |
| 10.12 | Amendment No. 5 dated February 15, 2012 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, filed herewith.  |
| 10.13 | Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, incorporated herein by reference from Exhibit 4.2 to the Company's Form 10-Q filed on August 16, 2004.   |
| 10.14 | Amendment No. 1 dated March 27, 2008 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, incorporated herein by reference from Exhibit 10.13(d) to the Company's Form 10-K filed on March 31, 2008.             |

- 10.15 Amendment No. 2 dated February 12, 2009 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, incorporated herein by reference from Exhibit 10.09 to the Company's Form 8-K filed on February 13, 2009.
- 10.16 Amendment No. 3 dated March 5, 2010 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, incorporated herein by reference from Exhibit 10.12 to the Company's Form 8-K filed on March 10, 2010.
- 10.17 Amendment No. 4 dated March 1, 2011 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, incorporated herein by reference from Exhibit 10.15 to the Company's Form 8-K filed on March 2, 2011.
- 10.18 Amendment No. 5 dated February 15, 2012 to the Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and William Pagano, filed herewith.
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## 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.

COLONIAL COMMERCIAL CORP.

(Registrant)

Date: February 17, 2012

/s/ William Salek

William Salek

Chief Financial Officer

## INDEX TO EXHIBITS

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| <a href="#">10.06</a> | Amendment No. 5 dated February 15, 2012 to the Secured Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Goldman Associates of New York, Inc., filed herewith.   |

|                       |  |
|-----------------------|--|
| 10.07                 | Convertible Note Payable dated as of July 29, 2004 by and between Colonial Commercial Corp. and Rita Folger, incorporated herein by reference from Exhibit 4.2 to the Company's Form 10-Q filed on August 16, 2004.  |
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Amendment No. 5 to that certain Secured Note dated as of July 29, 2004 in the principal sum of \$750,000, as amended (“Note”).

For good and valuable consideration, the parties to the Note hereby amend the Note to extend the Maturity Date from January 1, 2012 to January 1, 2014.

Except as set forth above, the Note is hereby ratified and confirmed in all respects.

Dated February 15, 2012 and effective as of December 31, 2011.

Colonial Commercial Corp.

By: /s/ William Pagano  
Name: William Pagano, Chief Executive Officer

Subsidiaries that are “Grantors of a Security Interest”  
under the Note:

Universal Supply Group, Inc.

By: /s/ William Pagano  
Name: William Pagano, President

The RAL Supply Group, Inc.

By: /s/ William Pagano  
Name: William Pagano, Executive Vice President

Confirmed:

Goldman Associates of New York, Inc

By: /s/ Michael Goldman  
Name: Michael Goldman, President



Amendment No. 5 to that certain Convertible Note dated as of July 29, 2004 in the principal sum of \$100,000, as amended (“Note”).

For good and valuable consideration, the parties to the Note hereby amend the Note to extend the First Maturity Date and the Final Maturity Date from January 1, 2012 to January 1, 2014 so that the entire Principal Sum is due and payable on January 1, 2014.

Except as set forth above, the Note is hereby ratified and confirmed in all respects.

Dated February 15, 2012 and effective as of December 31, 2011.

Colonial Commercial Corp.

|   |                        |
|---|------------------------|
| By: <u>/s/ William Pagano</u>                 | <u>/s/ Rita Folger</u> |
| Name: William Pagano, Chief Executive Officer | Rita Folger            |

Amendment No. 5 to that certain Convertible Note dated as of July 29, 2004 in the principal sum of \$100,000, as amended (“Note”).

For good and valuable consideration, the parties to the Note hereby amend the Note to extend the First Maturity Date and the Final Maturity Date from January 1, 2012 to January 1, 2014 so that the entire Principal Sum is due and payable on January 1, 2014.

Except as set forth above, the Note is hereby ratified and confirmed in all respects.

Dated February 15, 2012 and effective as of December 31, 2011.

Colonial Commercial Corp.

By: /s/ William Salek  
Name: William Salek, Chief Financial Officer

/s/ William Pagano  
William Pagano

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