
**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**

September 2, 2008

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 8.01 OTHER EVENTS

On September 2, 2008 Colonial Commercial Corp. (the “Company”) announced an offer to shareholders who owned 99 or fewer shares of the Company’s convertible preferred stock on August 20, 2008, to purchase those shares until October 31, 2008 at \$1.25 per share. A copy of the Offer to Purchase is attached as an Exhibit.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
10.01	Offer to Purchase, dated September 2, 2008, filed herewith.
99.01	Press Release, dated September 2, 2008, filed herewith.

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: September 2, 2008

/s/ William Salek
William Salek
Chief Financial Officer

INDEX TO EXHIBITS

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**COLONIAL COMMERCIAL CORP.
NOTICE OF OFFER TO PURCHASE FOR CASH
SHARES OF CONVERTIBLE PREFERRED STOCK
THAT ON AUGUST 20, 2008 WERE OWNED BY
PERSONS WHO THEN OWNED 99 SHARES OR LESS
OF CONVERTIBLE PREFERRED STOCK**

September 2, 2008

Dear Shareholder:

The Company is offering to shareholders who owned 99 or fewer shares of the Company's Convertible Preferred Stock on August 20, 2008, to purchase those shares at \$1.25 per share. A purpose of the offer is to enable our Convertible Preferred shareholders owning odd lots to receive cash for their shares without incurring brokerage fees. Another purpose of the offer is to reduce the cost of maintaining shareholder lists for persons who own only a small number of Convertible Preferred shares.

Please note the following information carefully:

1. The offer is being made only to shareholders who owned 99 or fewer shares of Convertible Preferred Stock on August 20, 2008, and only for the purchase of those shares.
 2. This offer will expire on October 31, 2008 at 12:00 Midnight, Eastern Standard Time. The attached Letter of Transmittal, along with your certificate(s), must be received by the Depository before the deadline.
 3. If you hold your shares in a broker's account you will need to arrange for your broker to register the shares in your name if you want to tender these shares.
 4. We will pay \$1.25 for each Convertible Preferred share that you properly submit for purchase.
 5. The purchase price will be paid within 15 days after you properly submit your shares. No interest accrues on the purchase price.
 6. The last date on which you may tender your shares is October 31, 2008.
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7. If you decide to tender your shares, you should send the attached Letter of Transmittal, along with your properly endorsed certificates for these shares, to the Company's Depository as follows:

By Mail or Overnight Courier:

American Stock Transfer & Trust Company
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, NY 11219

By Hand:

American Stock Transfer & Trust Company
Attn: Reorganization Department
59 Maiden Lane
New York, NY 10038

A reply envelope is enclosed for your convenience.

8. Once you submit your shares, you will not be permitted to withdraw them.
9. The following documents contain important information about us and about the rights of the holders of Convertible Preferred Stock.
- Our Annual Report on Form 10-K for the year ended December 31, 2007;
 - Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008;
 - Our Current Reports on Form 8-K dated April 3, 2008, May 15, 2008 and August 8, 2008.

You can obtain these documents from the SEC's internet website at www.sec.gov or the Company's website at www.colonialcomm.com. You can also obtain these documents (not including exhibits) from us without charge by requesting them in writing or by telephone from us at 275 Wagaraw Road, Hawthorne, New Jersey 07506, telephone 973-427-8224; Attention Investor Relations. Please be sure to include your complete name and address in your request.

If you have any questions with regard to the Tender Offer, please call the Depository's Shareholder Services unit (toll free) at 877-248-6417 or at 718-921-8317.

COLONIAL COMMERCIAL CORP.

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

QUESTIONS AND ANSWERS ABOUT THE OFFER TO PURCHASE

- What is the offer? We are inviting shareholders who on August 20, 2008 owned 99 shares or less of our Convertible Preferred Stock to sell those shares to the Company for cash.
- What is the Company offering to pay for the shares? We will pay \$1.25 for each Convertible Preferred share that you properly submit for purchase. The purchase price will be paid within 15 days after you properly submit your shares. No interest accrues on the purchase price.
- What is the purpose of the Offer? From the shareholders' standpoint, it is an opportunity to receive cash for the shares without incurring brokerage fees associated with odd lot sales. From the Company's standpoint, purchase of the shares reduces the cost of maintaining shareholders lists and printing and mailing costs for persons who own only a small amount of Convertible Preferred shares.
- How do I sell my shares? Before October 31, 2008, you must send a properly endorsed stock certificate that is registered in your name, in the enclosed postage paid envelope, together with a properly filled-out Letter of Transmittal and your social security number or executed Form W-9, to:
- American Stock Transfer & Trust Company
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, NY 11219
- What must I do if I want to tender and I hold my shares in a broker's account? You must arrange with your broker to register your shares into your name.
- When will I be paid for my shares? The purchase price will be paid within 15 days after you properly submit your shares, except for certificates having incorrect endorsements or no social security numbers, which will require additional correspondence.
- Do I have to sell my shares? No. You are not required to sell any Convertible Preferred shares.
- Is there any brokerage commission? No. We will purchase shares directly from each Convertible Preferred shareholder at the purchase price. If you hold your shares in a broker's account, you should request the broker to issue to you a certificate for those shares so that you may submit those certificates. However, if you hold your shares through a broker or other nominee, you should check to see if they will impose a charge for remitting shares on your behalf.
- Will my sale of my Convertible Preferred shares to the Company be taxable? You will recognize gain or loss equal to the difference between the cash you receive for your Convertible Preferred shares and your tax basis (cost) of your Convertible Preferred shares. We urge you to consult with your own tax advisor regarding your gain or loss resulting from your sale of Convertible Preferred shares to the Company.
- Is Colonial making any recommendation about whether I should sell my shares? Neither Colonial Commercial Corp. nor our Board of Directors makes any recommendation to any shareholder as to whether to sell all or any shares. You must make your own decision as to whether to sell shares and, if so, how many shares to sell.
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COLONIAL COMMERCIAL CORP.
ANNOUNCES ODD LOT TENDER OFFER FOR
CONVERTIBLE PREFERRED SHARES

HAWTHORNE, New Jersey (September 2, 2008) – Colonial Commercial Corp. (“Colonial”) (OTC Bulletin Board: “CCOM,” “CCOMP”), today announced that it is offering to shareholders who owned 99 or fewer shares of the Company’s convertible preferred stock on August 20, 2008, to purchase those shares until October 31, 2008 at \$1.25 per share. The offer and accompanying documents are being mailed today to holders of shares of convertible preferred stock that are subject to the offer. The documents are also available on the Company’s website, www.colonialcomm.com.

About Colonial Commercial Corp.

Colonial distributes heating, ventilating and air conditioning, (“HVAC”), equipment, parts and accessories, climate control systems, and plumbing and electrical supplies and equipment in the states of New York, New Jersey, Massachusetts, Connecticut and eastern Pennsylvania through its Universal Supply Group, Inc., www.usginc.com, American/Universal Supply Inc., www.ausupplyinc.com, The RAL Supply Group, Inc., www.ralsupply.com, and S&A Supply, Inc., www.sasupplyinc.com, subsidiaries to professional contractors. These contractors purchase and install equipment and systems for residential, commercial and industrial users. Colonial also provides control system design, custom control panel fabrication, technical field support, in-house training and climate control consultation for engineers and installers. The Company is a leader in the design of direct digital control systems and systems that control multi-location facilities through the Internet.

The Company also distributes home appliances to dealer groups and appliance stores through its Goldman Universal division, and water filtration systems, parts and accessories and other products through its e-commerce store, www.procontractorstore.com, operated by RAL. The Company is headquartered in New Jersey, and, with its affiliates, operates out of 20 locations in its geographic trading area. For more information on Colonial’s operations, products and/or services, please visit www.colonialcomm.com.

Safe Harbor Statement

The foregoing press release may contain statements concerning Colonial Commercial Corp.'s financial performance, markets and business operations that may be considered "forward-looking" under applicable securities laws. Colonial cautions readers of this press release that actual results might differ materially from those projected in any forward-looking statements. Factors which might cause actual results to differ materially from any results that are projected in the forward-looking statements include the following: continued acceptance of the company's products in the marketplace, competitive factors, dependence upon third-party vendors, and other risks detailed in the company's periodic report filings with the Securities and Exchange Commission. These and certain other factors which might cause actual results to differ materially from those projected are detailed from time to time in Colonial's periodic reports and registration statements filed with the Securities and Exchange Commission, which important factors are incorporated herein by reference. Colonial undertakes no obligation to update forward looking statements to reflect changed assumptions, the occurrence of unanticipated events, or changes in future operating results, financial condition or business over time.

For further information, please contact William Pagano, Chief Executive Officer, or William Salek, Chief Financial Officer, at (973) 427-8224.
