

Compass Diversified Holdings
Form 8-K
December 13, 2016

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

Date of Report (Date of earliest event reported): December 7, 2016

COMPASS DIVERSIFIED HOLDINGS

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34927
(Commission
File Number)

57-6218917
(I.R.S. Employer
Identification No.)

COMPASS GROUP DIVERSIFIED

HOLDINGS LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34926
(Commission
File Number)
Sixty One Wilton Road
Second Floor

20-3812051
(I.R.S. Employer
Identification No.)

Westport, CT 06880

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(203) 221-1703**

Check the appropriate box below if the Form 8-K 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 1.01 Entry Into a Definite Material Agreement

On December 7, 2016, Compass Diversified Holdings (the Trust) and Compass Group Diversified Holdings LLC (the Company) and together with the Trust, CODI) announced that the Trust priced an underwritten public offering of 5,600,000 common shares of the Trust at a price of \$18.65 per share (the Offering). In connection with the Offering, the Trust, the Company and Compass Group Management LLC entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, as managers of the several underwriters listed therein (collectively, the Underwriters), pursuant to which CODI agreed to sell and the Underwriters agreed severally to purchase, subject to and upon terms and conditions set forth therein, 5,600,000 common shares. As part of the Offering, CODI granted the Underwriters a 30-day option to purchase up to an additional 840,000 common shares.

Pursuant to the Underwriting Agreement, the executive officers and directors of the Company entered into agreements in substantially the form included in the Underwriting Agreement providing for a 45-day lock-up period with respect to sales of specified securities, subject to certain exceptions.

The common shares offered by CODI were registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333- 214949) (the Registration Statement). The offer and sale of the common shares are described in CODI's prospectus dated December 7, 2016, constituting a part of the Registration Statement, as supplemented by a prospectus supplement dated December 7, 2016.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated into this report by reference.

Item 8.01 Other Events.

On December 13, 2016, CODI closed the sale of the 5,600,000 common shares. The following documents are being filed with this Current Report on Form 8-K and shall be incorporated by reference into the Registration Statement: (i) the Underwriting Agreement; (ii) validity opinion with respect to the common shares and their underlying trust common interests of the Company; and (iii) tax opinion with respect to the common shares.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 1.1 Underwriting Agreement, dated December 7, 2016, between the Company, the Trust and Compass Group Management LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, and UBS Securities LLC, as managers of the several underwriters listed therein.
- 5.1 Legality Opinion of Richards, Layton & Finger, P.A. as to the Trust.
- 5.2 Legality Opinion of Richards, Layton & Finger P.A. as to the Company.
- 8.1 Opinion of Squire Patton Boggs (US) LLP regarding certain tax matters.
- 23.1 Consent of Richards, Layton & Finger, P.A. (contained in Exhibits 5.1 and 5.2 hereto).

23.2 Consent of Squire Patton Boggs (US) LLP (contained in Exhibit 8.1 hereto).

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.

Date: December 13, 2016

COMPASS DIVERSIFIED HOLDINGS

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Regular Trustee

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.

Date: December 13, 2016

COMPASS GROUP DIVERSIFIED

HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Chief Financial Officer