

**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): May 4, 2020

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)

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

301 Riverside Avenue, Second Floor, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Shares representing beneficial interests in Compass Diversified Holdings	CODI	New York Stock Exchange
Series A Preferred Shares representing Series A Trust Preferred Interest in Compass Diversified Holdings	CODI PR A	New York Stock Exchange
Series B Preferred Shares representing Series B Trust Preferred Interest in Compass Diversified Holdings	CODI PR B	New York Stock Exchange
Series C Preferred Shares representing Series C Trust Preferred Interest in Compass Diversified Holdings	CODI PR C	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure

On May 4, 2020, Compass Diversified Holdings (the “Trust”) and Compass Group Diversified Holdings LLC (the “Company” and, together with the Trust, “CODI”), announced that it priced an underwritten public offering of 5,000,000 common shares of the Trust at a price of \$17.60 per share, for gross proceeds to the Company of \$88 million. The closing is expected to occur on or about May 7, 2020, subject to customary closing conditions.

A copy of the press release announcing the pricing of the underwritten public offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth in such filing.

Section 8 Other Events

Item 8.01 Other Events

On May 5, 2020, CODI issued a press release relating to a proposed add-on private offering of the Company’s senior secured notes (the “Add-on Offering”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. A copy of the press release announcing the launch of the Add-on Offering is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

The securities to be offered in the Add-on Offering have not been registered under the Securities Act, or any state securities laws and, absent such registration, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This Current Report on Form 8-K, including Exhibits 99.1 and 99.2, does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated May 4, 2020
99.2	Press Release dated May 5, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: May 5, 2020

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: May 5, 2020

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham
Chief Financial Officer



Investor Relations:
The IGB Group
Leon Berman
212-477-8438
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Media Contact:
Joele Frank, Wilkinson Brimmer Katcher
Jon Keehner/ Julie Oakes/ Kate Thompson
212-355-4449

Compass Diversified Holdings Announces Pricing of \$88 Million Common Share Offering

Westport, Conn., May 4, 2020 - Compass Diversified Holdings (NYSE: CODI) (the "Trust") and Compass Group Diversified Holdings LLC (the "Company" and, together with the Trust, "CODI"), announced today that CODI has priced a public offering of 5,000,000 common shares at a price to the public of \$17.60 per share, for gross proceeds to CODI of \$88 million. The underwriters will have a 30-day option to purchase up to an additional 750,000 common shares from CODI. CODI will use the net proceeds from the offering to repay a portion of the outstanding balance of the Company's revolving credit facility. The closing is expected to occur on or about May 7, 2020, subject to customary closing conditions.

Morgan Stanley, BofA Securities, UBS Investment Bank and RBC Capital Markets are acting as joint book-running managers for this offering with Janney Montgomery Scott, Raymond James, William Blair, CJS Securities and Roth Capital Partners acting as co-managers. A copy of the final prospectus relating to the offering may be obtained (when available) from the following addresses: Morgan Stanley, 180 Varick Street, 2nd Floor, New York, New York 10014, Attn: Prospectus Department; BofA Securities, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, North Carolina 28255-0001, Attn: Prospectus Department, Email: dg.prospectus_requests@bofa.com; UBS Investment Bank, 1285 Avenue of the Americas, New York, New York 10019, Attn: Prospectus Department, Telephone: (888) 827-7275, Email: ol-prospectusrequest@ubs.com; or RBC Capital Markets, 200 Vesey Street, 8th Floor, New York, New York 10281, Attn: Equity Syndicate, Telephone: (877) 822-4089, Email: equityprospectus@rbccm.com.

The offering was made pursuant to an effective shelf registration statement and prospectus filed by CODI with the Securities and Exchange Commission ("SEC"). You may obtain copies of the registration statement and the final prospectus, when it is available, for free by visiting EDGAR on the SEC web site at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

About Compass Diversified Holdings ("CODI")

CODI owns and manages a diverse family of established North American middle market businesses. Each of its current subsidiaries is a leader in its niche market.

CODI maintains controlling ownership interests in each of its subsidiaries in order to maximize its ability to impact long-term cash flow generation and value. The Company provides both debt and equity capital for its subsidiaries, contributing to their financial and operating flexibility. CODI utilizes the cash flows generated by its subsidiaries to invest in the long-term growth of the Company and to make cash distributions to its shareholders.

Our nine majority-owned subsidiaries are engaged in the following lines of business:

- The design and marketing of purpose-built technical apparel and gear serving a wide range of global customers (**5.11**);
- The manufacture of quick-turn, small-run and production rigid printed circuit boards (**Advanced Circuits**);
- The manufacture of engineered magnetic solutions for a wide range of specialty applications and end-markets (**Arnold Magnetic Technologies**);
- The design and marketing of wearable baby carriers, strollers and related products (**Ergobaby**);
- The design and manufacture of custom molded protective foam solutions and OE components (**Foam Fabricators**);
- The design and manufacture of premium home and gun safes (**Liberty Safe**);
- The design and manufacture of baseball and softball equipment and apparel (**Marucci Sports**);
- The manufacture and marketing of portable food warming systems, creative indoor and outdoor lighting, and home fragrance solutions for the foodservice industry and consumer markets (**Sterno**); and
- The design, manufacture and marketing of airguns, archery products, optics and related accessories (**Velocity Outdoor**).

This press release may contain certain forward-looking statements, including statements with regard to the use of proceeds from the offering and the closing of the offering. Words such as "believes," "expects," "projects," and "future" or similar expressions, are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements, and some of these factors are enumerated in the risk factor discussion in the Form 10-K filed by CODI with the SEC for the year ended December 31, 2019 and in the Form 10-Q filed by CODI with the SEC for the quarter ended March 31, 2020, as well as other filings with the SEC. Except as required by law, CODI undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



Investor Relations:
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Compass Diversified Holdings Announces Proposed Private Add-on Offering of \$200 Million of 8.000% Senior Unsecured Notes Due 2026

Westport, Conn., May 5, 2020 - Compass Diversified Holdings (NYSE: CODI) ("CODI"), a Delaware statutory trust and the sole owner of 100% of the trust interests in Compass Group Diversified Holdings, LLC (the "Company"), and the Company announced today that the Company intends, subject to market and other conditions, to commence a private add-on offering of \$200 million aggregate principal amount of the Company' 8.000% Senior Notes due 2026 (the "Additional Notes"). The Additional Notes will be issued under the indenture dated as of April 18, 2018 (the "Indenture"), between the Company and U.S. Bank National Association, as Trustee. The Company previously issued 8.000% Senior Notes due 2026 in the aggregate principal amount of \$400 million under the Indenture (the "Existing Notes" and, together with the Additional Notes, the "Notes"). The Additional Notes will be identical in all respects to, and will be treated as a single class for all purposes under the Indenture with, the Existing Notes, except that the Additional Notes will have a different issuance date and may have a different issuance price. The Notes will mature on May 1, 2026. Interest will accrue on the Additional Notes from May 1, 2020, and the first interest payment date will be November 1, 2020.

The Company intends to use the net proceeds from the sale of the Additional Notes and the Trust's recently announced common share offering to repay the outstanding balance on the Company's existing revolving credit facility, with the remainder of the net proceeds from this offering to be used to provide the Company with liquidity to allow it to opportunistically pursue future acquisitions and for general corporate purposes.

The Additional Notes will be the Company's senior unsecured obligations and will not be guaranteed by any of the Company's subsidiaries.

The Additional Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Additional Notes will be offered only to qualified institutional buyers in accordance with Rule 144A and to non-U.S. Persons under Regulation S under the Securities Act.

This press release does not and will not constitute an offer to sell or the solicitation of an offer to buy the Additional Notes, nor will there be any sale of the Additional Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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