

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Compass Group Investments, Inc.</u>  (Last) (First) (Middle) BAYSIDE EXECUTIVE PARK WEST BAY STREET AND BLAKE RD  (Street) NASAU D0 00000  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Compass Diversified Holdings [ CODI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares <sup>(1)</sup>	03/31/2008		P		656,000	A	\$12.75	7,681,000	I <sup>(2)</sup>	By CGI Diversified Holdings, LP

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Compass Group Investments, Inc.  
 (Last) (First) (Middle)  
 BAYSIDE EXECUTIVE PARK  
 WEST BAY STREET AND BLAKE RD  
 (Street)  
 NASAU D0 00000  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CGI Diversified Holdings, LP  
 (Last) (First) (Middle)  
 BAYSIDE EXECUTIVE PARK  
 P.O. BOX AP 59214  
 (Street)  
 NASSAU D0 00000  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NAVCO Management, Inc.

(Last) (First) (Middle)

BAYSIDE EXECUTIVE PARK

P.O. BOX AP 59214

(Street)

NASSAU

D0

00000

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each Share represents one undivided beneficial interest in the Trust property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.
2. The Shares are owned directly by CGI Diversified Holdings, LP, which is controlled by Compass Group Investments, Ltd., its sole limited partner, and Navco Management, Inc., its general partner. CGI Diversified Holdings, LP, Compass Group Investments, Ltd. and Navco Management, Inc. are indirectly owned by The Kattegat Trust Company Limited. Compass Group Investments, Ltd. and Navco Management, Inc. disclaim beneficial ownership of the Shares, except to the extent of their pecuniary interest therein.

**Remarks:**

Exhibit 99.1 - Joint Filer Information

COMPASS GROUP

INVESTMENTS, LTD., By: /s/ 04/02/2008

Cora Lee Starzowski, Director

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Exhibit 99.1  
Form 4 Joint Filer Information

Name: CGI Diversified Holdings, LP

Address: Bayside Executive Park  
West Bay Street & Blake Road  
P.O. Box A.P. 59214  
Nassau, Bermuda

Designated Filer: Compass Group Investments, Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: March 31, 2008

CGI Diversified Holdings, LP  
By: Compass Group Investments, Ltd., its sole limited partner  
By: Navco Management, Inc., its General Partner

By: /s/ Cora Lee Starzomski, Director

Name: Navco Management, Inc.

Address: Bayside Executive Park  
West Bay Street & Blake Road  
P.O. Box A.P. 59214  
Nassau, Bermuda

Designated Filer: Compass Group Investments, Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: March 31, 2008

Navco Management, Inc.

By: /s/Cora Lee Starzomski, Director