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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0001345122</a>			Corporation
<b>Name of Issuer</b>			Limited Partnership
Compass Group Diversified Holdings LLC			X Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
Compass Group Diversified Holdings LLC		61 WILTON ROAD		SECOND FLOOR	
City	State/Province/Country	ZIP/PostalCode			
WESTPORT	CONNECTICUT	06880	203-221-1703		

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0001345126</a>	Compass Diversified Trust		Corporation
<b>Name of Issuer</b>			Limited Partnership
Compass Diversified Holdings			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			X Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2
Compass Diversified Holdings		61 WILTON ROAD		SECOND FLOOR

City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
WESTPORT	CONNECTICUT	06880	203-221-1703

### 3. Related Persons

Last Name	First Name	Middle Name
Offenberg	Alan	B.
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

CEO and Director of Compass Group Diversified Holdings LLC and Regular Trustee of Compass Diversified Holdings

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Last Name	First Name	Middle Name
Bottiglieri	James	J.
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Regular Trustee of Compass Diversified Holdings and CFO and director of Compass Group Diversified Holdings LLC

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Last Name	First Name	Middle Name
Day	C.	Sean
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chairman and director of Compass Group Diversified Holdings LLC

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Last Name	First Name	Middle Name
Burns	Gordon	M.
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of Compass Group Diversified Holdings LLC

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Last Name	First Name	Middle Name
Edwards	Harold	S.
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of Compass Group Diversified Holdings LLC

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Last Name	First Name	Middle Name
Ewing	D.	Eugene
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Director of Compass Group Diversified Holdings LLC

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Last Name	First Name	Middle Name
Lazarus	Mark	H.
Street Address 1	Street Address 2	
61 Wilton Road	Second Floor	
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Director of Compass Group Diversified Holdings LLC

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes <input type="checkbox"/> No <input type="checkbox"/>	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	<input checked="" type="checkbox"/> Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

#### 5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -  
\$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -  
\$100,000,000

\$50,000,001 - \$100,000,000

X Over \$100,000,000

Over \$100,000,000

Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(5)

Rule 504 (b)(1)(iii)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2011-08-24 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or  
Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

The proceeds were used to fund a portion of the cash consideration and costs related to an acquisition.

11. Minimum Investment

Minimum investment accepted from any outside investor \$19,687,500 USD

12. Sales Compensation

Recipient

Recipient CRD Number X None

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD  
Number

X None

**Street Address 1****Street Address 2**

City

State/Province/Country

ZIP/Postal  
Code

State(s) of Solicitation (select all that apply)  
 Check  "All States" or check individual  
 States

All  
States

Foreign/non-US

**13. Offering and Sales Amounts**

Total Offering Amount \$19,687,500 USD or Indefinite

Total Amount Sold \$19,687,500 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
Compass Group Diversified Holdings LLC	James J. Bottiglieri	James J. Bottiglieri	Chief Financial Officer	2011-09-02
Compass Diversified Holdings	James J. Bottiglieri	James J. Bottiglieri	Regular Trustee	2011-09-02

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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