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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 3, 2021**

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**COMPASS DIVERSIFIED HOLDINGS**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34927**  
(Commission  
File Number)

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

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**COMPASS GROUP DIVERSIFIED  
HOLDINGS LLC**

(Exact name of registrant as specified in its charter)

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**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**

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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
<b>Shares representing beneficial interests in Compass Diversified Holdings</b>	<b>CODI</b>	<b>New York Stock Exchange</b>
<b>Series A Preferred Shares representing beneficial interests in Compass Diversified Holdings</b>	<b>CODI PR A</b>	<b>New York Stock Exchange</b>
<b>Series B Preferred Shares representing beneficial interests in Compass Diversified Holdings</b>	<b>CODI PR B</b>	<b>New York Stock Exchange</b>
<b>Series C Preferred Shares representing beneficial interests in Compass Diversified Holdings</b>	<b>CODI PR C</b>	<b>New York Stock Exchange</b>

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.

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**Section 8 Other Events****Item 8.01 Other Events**

On March 3, 2021, Compass Diversified Holdings (the “Trust”) and Compass Group Diversified Holdings LLC (the “Company” and, together with the Trust, “CODI”) issued a press release announcing the Company’s pricing of \$1 billion in aggregate principal amount of 5.250% senior unsecured notes due 2029 (the “Notes”) at an issue price of 100% in a previously announced private offering (the “Offering”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The securities to be offered in the Offering have not been registered under the Securities Act of 1933, as amended (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, 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**

99.1 [Press Release of CODI dated March 3, 2021.](#)

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: March 4, 2021

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: March 4, 2021

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham  
*Chief Financial Officer*



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**Compass Diversified Announces Pricing of a Private Offering of  
\$1 Billion of 5.250% Senior Unsecured Notes Due 2029**

**Westport, Conn., March 3, 2021** – Compass Diversified (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 has priced \$1 billion in aggregate principal amount of 5.250% senior unsecured notes due 2029 (the “Notes”) at an issue price of 100% in a previously announced private offering.

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

The Company intends to use the net proceeds of the Notes offering to repay debt under the Company’s existing credit facilities and to redeem the Company’s 8.000% Senior Notes due 2026.

The offering is currently expected to close on March 23, 2021, subject to customary conditions.

The 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 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 Notes, nor will there be any sale of the 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.

**Forward Looking Statements**

*This press release may contain certain forward-looking statements, including statements with regard to the future performance of CODI and the Notes 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, 2020 and 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.*