

**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): July 29, 2019 (July 24, 2019)

**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

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.

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d)

On July 24, 2019, per the recommendation of its Nominating and Corporate Governance Committee, the Board of Directors (the "Board") of Compass Group Diversified Holdings LLC (the "Company") resolved to increase the size of the Board from seven to eight members and, effective July 24, 2019, elected Larry L. Enterline as a Class III Director of the Company to fill the vacancy created by such increase. Mr. Enterline will serve as a director until the next election of Class III Directors at the Company's annual shareholders' meeting to be held in fiscal year 2021. Mr. Enterline has also been designated as a member of the Board's Audit Committee and Nominating and Corporate Governance Committee.

There are no arrangements or understandings between Mr. Enterline and any other person pursuant to which he was elected as a director, and, as of the date hereof, there are no transactions or proposed transactions between Mr. Enterline and the Company that require disclosure pursuant to Item 404(a) of Regulation S-K (17 CFR 229.404(a)).

As a non-management director, Mr. Enterline will receive compensation in the same manner as the Company's other non-management directors. The Company previously disclosed the terms of non-management director compensation in its definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on April 15, 2019.

On July 25, 2019, the Board also established a new Board position of Independent Lead Director and designated D. Eugene Ewing to fill that role. Mr. Ewing has served as a director and as Chairman of the Board's Audit Committee since 2006. The Independent Lead Director's duties will include, among other things, leading the Board and chairing meetings of the independent directors when the Chairman of the Board is not present. Mr. Ewing shall serve as Independent Lead Director for an initial term of one year and shall receive, in addition to the cash retainer received by the other non-management directors, a cash retainer of \$20,000 for such service.

On July 29, 2019, the Company and Compass Diversified Holdings (NYSE: CODI) (collectively, "CODI") issued a press release regarding Mr. Enterline's election and Mr. Ewing's appointment as Independent Lead Director, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 [Press Release of CODI dated July 29, 2019](#)

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: July 29, 2019

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: July 29, 2019

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham
Chief Financial Officer



Compass Diversified Holdings
Ryan J. Faulkingham
Chief Financial Officer
203.221.1703
ryan@compassequity.com

Investor Relations and Media Contact:
The IGB Group
Leon Berman
212.477.8438
lberman@igbir.com

Compass Diversified Holdings Expands Board of Directors with Appointment of Larry L. Enterline; Appoints D. Eugene Ewing as Independent Lead Director

Westport, Conn., July 29, 2019 - Compass Diversified Holdings (NYSE: CODI) ("CODI" or the "Company"), an owner of leading middle market businesses, announced today that Larry L. Enterline has been appointed to the Board of Directors of Compass Group Diversified Holdings LLC (the "Board"), effective July 24, 2019. The election of Mr. Enterline, who will serve on the Board's Audit Committee and Nominating and Corporate Governance Committee, increases the size of the Board to eight members.

CODI also announced the appointment of D. Eugene Ewing as Independent Lead Director of the Board, effective July 25, 2019. Mr. Ewing has served as Director and Chair of the Audit Committee of the Board since CODI's initial public offering in 2006.

Commenting on the addition of Mr. Enterline to the Board, Sean Day, Chairman of the Company's Board, stated, "We worked extensively with Larry during CODI's ownership of FOX and are delighted to welcome him to our Board. Larry was a valued partner, and his expertise in the branded consumer space, growing a global company, with an emphasis on operational efficiency, in particular, will make him a strong addition. We look forward to his contributions and guidance as we continue to implement our permanent capital model, providing stable and growing cash flows and consistent distributions."

Mr. Day continued, "Gene has provided outstanding leadership and valuable insight as a member of our Board, and we are pleased to appoint him Independent Lead Director, as we further our commitment to strong corporate governance practices."

Mr. Enterline has over 30 years of public company, leadership and operating experience. He joined FOX Factory Holding Corp. (NASDAQ: FOXF) ("FOX") in March 2011 as the company's Chief Executive Officer and served during the time FOX was a CODI subsidiary. He was appointed to FOX's board of directors in June 2013 and was appointed Executive Chairman of the FOX board in June 2019 upon his retirement as CEO. Prior to joining FOX, he was Chief Executive Officer of Vulcan Holdings Inc., a private investment holding and consulting services company he founded. Before founding Vulcan Holdings, Mr. Enterline was Chief Executive Officer of COMSYS IT Partners Inc., an IT staffing and solutions company. Mr. Enterline earned a Bachelor of Science, electrical engineering degree from Case Western Reserve University and a Master of Business Administration degree from Cleveland State University.

"I'm thrilled to be joining the Board and to partner once again with their talented team," Mr. Enterline commented. "I look forward to working closely with management and the Board to create further shareholder value."

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

- The design and marketing of purpose-built tactical 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 manufacture and marketing of portable food warming fuels for the hospitality and consumer markets, flameless candles and house and garden lighting for the home decor market, and wickless candle products used for home decor and fragrance systems (**The Sterno Group**); 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 future performance of CODI. 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, 2018 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.