

**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): March 28, 2023**

**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 beneficial interests in Compass Diversified Holdings	CODI PR A	New York Stock Exchange
Series B Preferred Shares representing beneficial interests in Compass Diversified Holdings	CODI PR B	New York Stock Exchange
Series C Preferred Shares representing beneficial interests 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.

## 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

On March 23, 2023, Sarah G. McCoy notified Compass Diversified Holdings (NYSE: CODI) and the Board of Directors (the "Board") of Compass Group Diversified Holdings LLC (the "Company" and, together with Compass Diversified Holdings, "CODI") that she would not be standing for re-election as a director of the Company at CODI's 2023 annual meeting of shareholders (the "2023 Annual Meeting"). The decision by Ms. McCoy not to stand for re-election was not a result of any disagreement with CODI or the Board. Ms. McCoy will continue to serve as a director up and until the 2023 Annual Meeting.

Per the recommendation of its Nominating and Corporate Governance Committee, on March 24, 2023, the Board nominated Ms. Nancy Mahon for election by CODI's shareholders at the 2023 Annual Meeting, to fill the vacancy that will arise upon Ms. McCoy's departure from the Board. If elected by the shareholders, Ms. Mahon is expected to be designated as a member of the Board's Nominating and Corporate Governance Committee.

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

If elected by the shareholders, as a non-management director, Ms. Mahon would 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 12, 2022.

Ms. Teri R. Shaffer, a current director was appointed as the Chair of the Board's Audit Committee, effective as of April 1, 2023. Ms. Shaffer will receive compensation in the same manner as her predecessor in this role. The Board has determined that Ms. Shaffer is an "audit committee financial expert" in accordance with the SEC Rules implementing Section 407 of the Sarbanes-Oxley Act of 2002.

## Section 7 Regulation FD

### Item 7.01 Regulation FD Disclosure

On March 28, 2023, CODI issued a press release regarding the changes to its Board, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

The information under this Item 7.01 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information or exhibits be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, except as shall be expressly set forth by specific reference in such a filing.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	<a href="#">Press Release of CODI dated March 28, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

### Important Additional Information

CODI, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from CODI's shareholders in connection with CODI's 2023 Annual Meeting. Information regarding the

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names of CODI's directors and executive officers is set forth in CODI's proxy statement for the 2022 annual meeting of CODI's shareholders filed with the U.S. Securities and Exchange Commission (the "SEC") on April 12, 2022 and, with respect to directors and executive officers appointed following such date, in certain of CODI's other filings made with the SEC subsequent to the date of such proxy statement. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other related materials (if any) in connection with CODI's 2023 Annual Meeting to be filed with the SEC when they become available.

CODI intends to file a definitive proxy statement and proxy card and other related materials with the SEC in connection with the solicitation of proxies. CODI SHAREHOLDERS AND OTHER INVESTORS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS) AND PROXY CARD AND SUCH OTHER RELATED MATERIALS WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.

These documents, including any proxy statement (and amendments or supplements thereto) and other related materials filed by CODI with the SEC, will be available for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at CODI's website at [www.compassdiversified.com](http://www.compassdiversified.com) under the caption "CODI Investor Relations — Financials & SEC Filings". Copies may also be obtained by contacting CODI by mail at 301 Riverside Avenue, Second Floor, Westport, Connecticut 06880, Attention: Investor Relations or by telephone at 203-221-1703.

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**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 28, 2023

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 28, 2023

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

*Chief Financial Officer*



## Compass Diversified Holdings Announces Changes to its Board of Directors

**Westport, Conn., March 28, 2023** - Compass Diversified Holdings (NYSE: CODI), an owner of leading middle market businesses, announced today that its Board of Directors (the "Board") has nominated a new director candidate for election at CODI's 2023 Annual Meeting of Shareholders to be held on May 25, 2023.

Ms. Nancy B. Mahon will join seven current directors standing for re-election at the 2023 annual meeting. If elected by the Company's shareholders, Mahon is expected to be designated as a member of the Board's Nominating and Corporate Governance Committee.

Mahon has worked for Estée Lauder Companies, Inc. for more than 17 years, most recently serving as Chief Sustainability Officer. She also serves on the Global Executive Leadership Team for Estée Lauder where she is responsible for strategy, governance, operations and communications of environmental, social and governance (ESG) matters. Mahon earned a bachelor's degree from Yale University and her law degree from NYU School of Law.

"We are thrilled to nominate Ms. Mahon to CODI's Board of Directors," said CODI Board Chair Larry Enterline. "She is a proven executive business leader who has demonstrated expertise in ESG issues, branded consumer products and enterprise strategy. If elected by the shareholders, we look forward to benefiting from her unique skills and extensive experience."

Current Director Sarah G. McCoy ("Sally") has advised the Board she will not be standing for re-election due to other commitments. McCoy will remain on the Company's Board up and until the 2023 annual meeting.

Elias Sabo, CEO of CODI, commented: "Over the past six years, Sally has brought tremendous insight to our Board, particularly with respect to business issues unique to consumer products companies. She has been a trusted advisor on matters related to our strategy and operations, as well as other critical emerging issues such as corporate citizenship and sustainability. On behalf of our entire organization, I want to thank Ms. McCoy for her many contributions and wish her continued success in the future."

In addition, current director Teri R. Shaffer has been appointed Chair of the Board's Audit Committee, effective April 1, 2023, replacing Mr. James J. Bottiglieri, who is retiring from this position as of the same date. Bottiglieri will continue to serve as a director and as a member of the Audit Committee.

Shaffer has served as a director of the Company since July of 2022. Prior to joining the Board, she was an audit information technology leader for Ernst & Young from 2016 to 2022 and served in various other leadership roles at Ernst & Young since 1984. Shaffer is a certified public accountant and certified information security manager, holding the CERT Cybersecurity Governance Certification from Carnegie Mellon.

## **About Compass Diversified**

Since its founding in 1998, CODI has consistently executed on its strategy of owning and managing a diverse set of highly defensible, middle-market businesses across the niche industrial, branded consumer and healthcare sectors. The Company leverages its permanent capital base, long-term disciplined approach, and actionable expertise to maintain controlling ownership interests in each of its subsidiaries, maximizing its ability to impact long-term cash flow generation and value creation. 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 has consistently generated strong returns through its culture of transparency, alignment and accountability. For more information, please visit [compassdiversified.com](https://compassdiversified.com) (provided that the reference to such additional information is provided for convenience and the information contained on such website is not incorporated by reference into this press release).

## **Forward Looking Statements**

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements with regard to the expectations related to the future performance of CODI. Words such as "believes," "expects," "will," "anticipates," "intends," "continue," "projects," "potential," "assuming," 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, some of which are not currently known to CODI. In addition to factors previously disclosed in CODI's reports filed with the SEC, the following factors, among others, could cause actual results to differ materially from forward-looking statements: changes in the economy, financial markets and political environment; risks associated with possible disruption in CODI's operations or the economy generally due to terrorism, natural disasters, social, civil and political unrest or the COVID-19 pandemic; future changes in laws or regulations (including the interpretation of these laws and regulations by regulatory authorities); general considerations associated with the COVID-19 pandemic and its impact on the markets in which we operate; and other considerations that may be disclosed from time to time in CODI's publicly disseminated documents and filings. Further information regarding CODI and factors which could affect the forward-looking statements contained herein can be found in CODI's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Forward-looking statements speak only as of the date they are made. 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.

## **Important Additional Information**

CODI, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from CODI's shareholders in connection with CODI's 2023 Annual Meeting. Information regarding the names of CODI's directors and executive officers is set forth in CODI's proxy statement for the 2022 annual meeting of CODI's shareholders filed with the U.S. Securities and Exchange Commission (the "SEC") on April 12, 2022 and, with respect to directors and executive officers appointed following such date, in certain of CODI's other filings made with the SEC subsequent to the date of such proxy statement. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other related

materials (if any) in connection with CODI's 2023 Annual Meeting to be filed with the SEC when they become available.

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### **Investor Relations**

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