$\Box$ 

(Street) **PEMBROKE** 

D0

**HM08** 

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

> > 7. Nature of Indirect Beneficial Ownership (Instr. 4)

By CGI Diversified

Holdings, LP

By CGI Diversified

Holdings, LP

11. Nature of Indirect Beneficial Ownership (Instr. 4)

	ction 1(b).	ide. See		Fil							rities Exchan		of 1934			liot	irs per	response.	
1 Nome o	nd Address of	Deporting Derson*			_						ompany Act o	of 1940		5 R4	elationshi	n of Reno	tina P	erson(s) to	) Issuer
						2. Issuer Name <b>and</b> Ticker or Trading Symbol  Compass Diversified Holdings [ CODI ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner						
,					-  _									-	Offic	er (give titl	е	Othe	er (specify
(Last) (First) (Middle) 69 PITTS BAY ROAD					3. Date of Earliest Transaction (Month/Day/Year) 05/11/2018								belo	w)		belo	w)		
		AD LDING - 4TH FI	LOOR		L														
					_ 4.	If Amei	ndmer	nt, Date	of Origin	nal File	ed (Month/Da	ıy/Year)		6. Inc		or Joint/Gro	up Fil	ing (Check	Applicable
(Street) PEMBROKE D0 HM08														Form filed by One Reporting Person  Form filed by More than One Reporting					
					-									) ×	Pers		nore a	ian one in	Срогинд
(City)	(S	tate)	(Zip)																
		Tab	le I - N	on-Deri	vativ	e Sec	uriti	ies Ac	quire	d, Di	sposed o	f, or E	3enef	icially	y Own	ed			
1. Title of	Date				ransaction e onth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)			Acquired (A) or f (D) (Instr. 3, 4 and				es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature o Indirect Beneficial Ownership
									Code	v	Amount	(A) o	r Pric	e	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)
						$\top$													By CGI
Series A Preferred Shares <sup>(1)</sup> 05/1				05/11/	2018	018					10,500	A	A \$21.73		84,500		[(2)(3)		Diversifi Holdings LP
Series B Preferred Shares <sup>(4)</sup> 05/11/20				2018	118			P	11,000		A	\$2	2.97	99	,000	T(2)(3)		By CGI Diversifi	
	Treserve o			00/11/	_010						11,000			_,_,					Holdings LP
		Ta	able II -								osed of,				Owned				
1. Title of	2.	3. Transaction	3A. Dee		uts,	calls,		rrants, lumber			convertib	7. Title		<del>-</del>	Price of	9. Numbe	r of	10.	11. Natu
Derivative   Conversion   Date		Date (Month/Day/Year)	Executi if any	on Date, Day/Year)	Trans	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D)		Expiration Date (Month/Day/Yea		Amour Securi Under Deriva Securi	Amount of Securities		Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti	Owners Form: Direct ( or Indir	Ownershi	hip of Indire Benefici Ownersh ect (Instr. 4)
							(Ins	str. 3, 4 I 5)								(Instr. 4)			
													Amou or						
					Code	\v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Numb of Share						
1. Name a	nd Address of	Reporting Person*					1	117											
Anholt	Investme	ents Ltd.																	
(Last)		(First)	(Mi	iddle)															
l ' '	S BAY ROA	,	(IVII	iddie)															
BELVEI	DERE BUII	LDING - 4TH F	LOOR																
(Street)						-													
PEMBR	.OKE	D0	H	80M															
(City)		(State)	(Zi <sub>l</sub>	p)		-													
		Reporting Person*  Holdings, LI																	
(Last)		(First)	(Mi	iddle)		-													
	S BAY ROA		. 005																
BELVEI	DERE BUII	LDING - 4TH F	LOOR																

(City)	(State)	(Zip)						
1. Name and Address of Navco Manage								
(Last) (First) (Middle) 69 PITTS BAY ROAD BELVEDERE BUILDING - 4TH FLOOR								
(Street) PEMBROKE	D0	HM08						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     Path Spirit LTD								
(Last) (First) (Middle) 10 NORWICH STREET								
(Street) LONDON	X0	EC4A 1BD						
(City)	(State)	(Zip)						

#### **Explanation of Responses:**

- 1. Each Series A Preferred Share corresponds to one underlying trust preferred interest of Compass Group Diversified Holdings LLC (the "Company") held by Compass Diversified Holdings (the "Trust") of the same class and series, and with corresponding rights, powers and duties, as the Series A Preferred Shares.
- 2. The Common Shares and Preferred Shares are owned directly by CGI Magyar Holdings, LLC, which is owned by Anholt Services (USA), Inc., and CGI Diversified Hungary Kft.. Anholt Services (USA), Inc. is owned by Anholt Investments Ltd. (formerly known as Compass Group Investments, Ltd.). CGI Diversified Hungary Kft. is owned by CGI Diversified Holdings, LP. CGI Diversified Holdings, LP is owned by Anholt Investments Ltd., its sole limited partner, and Navco Management, Ltd., its general partner. Anholt Investments Ltd. and Navco Management, Ltd. are wholly owned by Kattegat Limited, a Bermudian exempt company with its principal offices at Belvedere Building, 69 Pitts Bay Road, Pembroke HM 08, Bermuda. Kattegat Limited was formed for the purpose of holding and managing the endowed assets of The Kattegat Trust and is wholly owned by The Kattegat Trust.
- 3. The Kattegat Trust is a Bermudian charitable trust, engaged in the principal business of distributing income for charitable purposes, with its principal offices at Wessex House, 5th Floor, 45 Reid St., Hamilton HM12. The trustee of The Kattegat Trust is Kattegat Private Trustees (Bermuda) Limited (the "Trustee"), a Bermudian trust company with its principal offices at Wessex House, 5th Floor, 45 Reid St., Hamilton HM12. Path Spirit Limited is the trust protector for The Kattegat Trust. The Trustee is wholly owned by The Lund Purpose Trust, a Bermudian purpose trust with its principal offices at Thistle House, 4 Burnaby Street, Hamilton HM 11, Bermuda, formed for the sole purpose of holding the shares of the Trustee. Anholt Investments Ltd., Navco Management, Ltd., Path Spirit Limited, Anholt Services (USA), Inc., CGI Diversified Hungary Kft. and CGI Magyar Holdings, LLC disclaim beneficial ownership of the Shares, except to the extent of their pecuniagra interest therein.
- 4. Each Series B Preferred Share corresponds to one underlying trust preferred interest of the Company held by the Trust of the same class and series, and with corresponding rights, powers and duties, as the Series B Preferred Shares.

### Remarks:

Exhibit 99.3 - Joint Filer Information - Exhibit 99.4 - Supplemental Joint Filer Information

ANHOLT INVESTMENTS
LTD., By: /s/ Cora Lee 05/15/2018
Starzomski, Director

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

#### Form 4 Joint Filer Information

Name: CGI Diversified Holdings, LP

Address: 69 Pitts Bay Road

Belvedere Building – 4th Floor Pembroke, Bermuda HM08

Designated Filer: Anholt Investments Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: May 11, 2018

CGI Diversified Holdings, LP

By: Anholt Investments Ltd., its sole limited partner By: Navco Management, Ltd., its general partner

By: /s/ Cora Lee Starzomski, Director

Name: Navco Management, Ltd.

Address: 69 Pitts Bay Road

Belvedere Building – 4th Floor Pembroke, Bermuda HM08

Designated Filer: Anholt Investments Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: May 11, 2018

Navco Management, Ltd.

By: /s/ Cora Lee Starzomski, Director

# Form 4 Supplemental Joint Filer Information

Name:	Path Spirit Limited
Address:	10 Norwich Street London EC4A 1BD United Kingdom

Designated Filer: Anholt Investments Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: May 11, 2018

Path Spirit Limited

By: /s/ Matthew Gibbons, Director