

**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, 2022**

**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. o

**Section 1 Registrant's Business and Operations**  
**Item 1.02 Termination of a Material Definitive Agreement**

On July 29, 2022, Compass Group Diversified Holdings LLC (the "Company") and its majority-owned subsidiary, Compass AC Holdings, Inc. ("Advanced Circuits"), sent a notice to Tempo Automation, Inc. ("Buyer") terminating the previously announced Agreement and Plan of Merger, dated as of October 13, 2021 (the "Merger Agreement") among the Company, as representative of the selling security holders, Advanced Circuits, Buyer and Aspen Acquisition Sub, Inc. ("Merger Sub"), which provided for Buyer acquiring all of the issued and outstanding securities of Advanced Circuits, the parent company of the operating entity, Advanced Circuits, Inc., through a merger of Merger Sub with and into Advanced Circuits, with Advanced Circuits surviving the merger and becoming a wholly owned subsidiary of Buyer (the "Merger"). A description of the Merger Agreement was included in the Current Report on Form 8-K filed by the Company on October 14, 2021, and is incorporated herein by reference.

The Merger was conditioned, among other things, upon the Buyer, immediately prior to closing, being acquired by a publicly traded special purpose acquisition company (the "SPAC Transaction"). The Merger Agreement also provided that the Merger Agreement could be terminated in the event closing of the Merger did not occur prior to January 27, 2022 (the "End Date"). Due to a delay in closing the SPAC Transaction, the Merger did not close on or before the End Date. Because of the continued delay in closing the SPAC Transaction, the Company and Advanced Circuits provided the notice of termination of the Merger Agreement to Buyer. No termination penalties were incurred by either party in connection with the termination of the Merger Agreement.

**Section 7 Regulation FD**  
**Item 7.01 Regulation FD Disclosure**

On July 29, 2022, the Company issued a news release announcing the termination of the Merger Agreement. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in this Item 7.01 and in Exhibit 99.1 is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended.

**Section 9 Financial Statements and Exhibits**  
**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated July 29, 2022 announcing the termination of the Advanced Circuits sale</a>
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: July 29, 2022

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, 2022

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

*Chief Financial Officer*



## Compass Diversified Terminates Agreement to Sell Advanced Circuits

**Westport, Conn., July 29, 2022** – Compass Diversified (NYSE: CODI) (“CODI” or the “Company”), an owner of leading middle market businesses, today announced that its majority-owned subsidiary, Compass AC Holdings, Inc. (“Advanced Circuits”), terminated the previously announced Agreement and Plan of Merger, dated as of October 13, 2021 (the “Merger Agreement”), pursuant to which Advanced Circuits was to be sold to Tempo Automation, Inc. (“Tempo Automation”).

The closing of the transaction contemplated by the Merger Agreement was conditioned upon Tempo Automation being acquired by a publicly traded special purpose acquisition company (the “SPAC Transaction”). Due to continued delay in closing the SPAC Transaction, the Company and Advanced Circuits elected to terminate the Merger Agreement.

“Advanced Circuits is a proven industry leader in the PCB industry, and we’re proud of the Company’s success under CODI’s ownership,” said Elias Sabo, CEO of Compass Diversified. “We look forward to continuing our partnership with Advanced Circuits and are excited about its future prospects which we believe will drive enhanced value for CODI shareholders.”

### About Compass Diversified (“CODI”)

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 and branded consumer 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).

## **About Advanced Circuits**

Advanced Circuits offers one-stop PCB fabrication, quick turn PCBs and assembly services that allow customers to receive their printed circuit board orders in as soon as one day. With its 24 hour online instant PCB quoting, best on-time shipping record, and enhanced capabilities that can produce and assemble any size order (from simple prototypes PCBs, to complex designs and large-scale production PCBs), Advanced Circuits delivers high quality and reliable PCB manufacturing and assembly services. Advanced Circuits serves over 10,000 customers, specializing in the high tech aerospace, military (DOD contracts ready), medical, and commercial industries. For more information, visit [www.4pcb.com](http://www.4pcb.com) or call 800-979-4PCB (4722).

## **Forward Looking Statements**

*This press release may contain certain forward-looking statements, including statements with regard to the future performance of CODI and its subsidiaries. Words such as "believes," "expects," 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, 2021 and in 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.*

## **Investor Relations**

Compass Diversified  
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## **Media Relations**

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