## **Pricing Term Sheet**

## **Compass Diversified Holdings**

## 6,400,000 Shares

This term sheet to the preliminary prospectus supplement dated April 12, 2010 should be read together with the preliminary prospectus supplement before making a decision in connection with an investment in the securities. The information in this term sheet supersedes the information contained in the preliminary prospectus supplement to the extent that it is inconsistent therewith. Terms used but not defined herein have the meaning ascribed to them in the preliminary prospectus supplement.

**Issuer:** 

Symbol / Exchange:

**Shares offered before overallotment option:** 

To be sold by the Company:

To be sold by the Selling Shareholder: Maximum number of shares to be sold in

overallotment:

The offering

Price to public:

Net proceeds to issuer:

Last reported sale price (April 12, 2010):

**Pricing Date** 

**Closing Date:** 

CUSIP:

Underwriters:

Compass Diversified Holdings

CODI / Nasdaq Global Select Market

6,400,000 shares 5,100,000 shares

1,300,000 shares

960,000 shares

If the underwriters exercise their overallotment option in full, the total number of shares offered by us will be 5,875,000. If the underwriters exercise their overallotment option in full then the selling shareholder

will own 6,196,000 shares (14.6%) after the offering.

\$15.10 per share

\$73,352,025 (after deducting underwriting discounts and estimated net offering expenses) assuming no exercise of the overallotment option

\$16.14

April 13, 2010 April 16, 2010 20451Q104

Morgan Stanley & Co. Incorporated

**UBS** Investment Bank

BB&T Capital Markets, a division of Scott &

Stringfellow, LLC CJS Securities, Inc. Janney Montgomery Scott SunTrust Robinson Humphrey

We have filed a registration statement (including a preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement included in that registration statement and other documents we have filed with the SEC for more complete information about us and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, we or the underwriters will arrange to send you the prospectus if you request it by calling Morgan Stanley at 866-718-1649 or UBS Investment Bank at 888-827-7275.