

**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): December 30, 2021**

**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 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 December 30, 2021, 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 eight to nine members and, effective January 1, 2022, elected Mr. Alex Bhathal as a Class I Director of the Company to fill the vacancy created by such increase. Mr. Bhathal will serve as a director until the next election of Class I Directors at the Company's annual shareholders' meeting to be held in fiscal year 2022. As of the date hereof, Mr. Bhathal has not yet been designated as a member of any of the Board's committees.

There are no arrangements or understandings between Mr. Bhathal 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. Bhathal 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. Bhathal 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 13, 2021.

On January 3, 2022, the Company and Compass Diversified Holdings (NYSE: CODI) (collectively, "CODI") issued a press release regarding Mr. Bhathal's election, 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.

Exhibit Number	Description
99.1	<a href="#">Press Release of CODI dated January 3, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: January 3, 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: January 3, 2022

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

*Chief Financial Officer*



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### **Compass Diversified Appoints Alex Bhathal to Board**

**Westport, Conn. – January 3, 2022** – Compass Diversified (NYSE: CODI) (“CODI” or the “Company”), an owner of leading middle market businesses, today announced that Alex Bhathal has been appointed to the Board of Directors of Compass Group Diversified Holdings LLC (the “Board”), effective January 1, 2022. With Mr. Bhathal’s appointment, the Board will expand to comprise nine directors.

Mr. Bhathal is currently the managing partner of RAJ Capital Management, a firm he founded in 2006. He brings more than 15 years of asset management experience and a successful track record of actively managing investments in sports, consumer products and real estate.

“We are pleased to welcome Alex and his years of experience helping companies grow to our Board,” said Sean Day, Chairman of CODI’s Board. “With hands-on experience in sports and consumer products companies, Alex brings valuable insight to our CODI team and our subsidiaries as we seek to leverage our permanent capital advantage to acquire and build leading businesses. The Board looks forward to working with Alex as CODI continues to drive long-term value for its shareholders.”

“Joining the Board at such a pivotal time is an incredible opportunity,” said Mr. Bhathal. “I believe the Company is well-positioned for the long term, and I am excited to be a part of the Board as CODI continues on its growth trajectory.”

#### **About Alex Bhathal**

Alex Bhathal is the founder of RAJ Capital Management, where he has been serving as the managing partner since 2006. Since 2013, Mr. Bhathal has also been the co-owner and Executive Director of Sacramento Basketball Holdings LLC, the owner of the Sacramento Kings franchise of the National Basketball Association. From 2006 through 2016, Mr. Bhathal served as the Chief Executive Officer of Raj Swim, a company which designs, manufactures and markets designer and private label swimwear under nationally recognized brands.

Mr. Bhathal serves on the boards of Gen Next (a policy orientated non-profit), the California Coast chapter of the Young Presidents Organization (YPO), and Aspyr Holdings (Orange Theory Fitness franchises) and is Investment Partner of Rx3 Growth Partners, a consumer growth fund. He earned a Bachelor of Arts degree from the University of California Los Angeles and a Master of Business Administration degree from the University of Southern California. Mr. Bhathal is also a current participant in the President's Program in Leadership at Harvard Business School.

### **About Compass Diversified ("CODI")**

CODI owns and manages a diverse set of highly defensible North American middle market businesses. Each of its current subsidiaries is a leader in its niche market.

Leveraging its permanent capital base, long-term disciplined approach and actionable expertise, CODI maintains controlling ownership interests in each of its subsidiaries, maximizing its ability to impact long-term cash flow generation and value creation. CODI 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 its long-term growth and has consistently generated strong returns through its culture of transparency, alignment and accountability.

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

- The design and marketing of purpose-built technical 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 design and manufacture of custom packaging, insulation and componentry (**Altor Solutions**);
- The manufacture of engineered magnetic solutions for a wide range of specialty applications and end-markets (**Arnold Magnetic Technologies**);
- The design, engineering and marketing of dial based fit systems delivering a scientifically proven performance advantage for athletes (**BOA Technology**);
- The design and marketing of wearable baby carriers, strollers and related products (**Ergobaby**);
- The design, manufacture, and marketing of high-end, one-of-a kind jewelry (**Lugano Diamonds**);
- The design and manufacture of baseball and softball equipment and apparel (**Marucci Sports**);
- The manufacture and marketing of portable food warming systems used in the foodservice industry, creative indoor and outdoor lighting, and home fragrance solutions for the consumer markets (**Sterno**); and
- The design, manufacture and marketing of airguns, archery products, optics and related accessories (**Velocity Outdoor**).

## **Forward Looking Statements**

*This press release may contain certain forward-looking statements, including statements with regard to the future performance of CODI. 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, 2020, as supplemented by the risk factor discussion in the Form 10-Q filed by CODI with the SEC for the quarter ended September 30, 2021, 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.*