

**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): August 31, 2024**

**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 3 Securities and Trading Markets**

#### **Item 3.03 Material Modifications to Rights of Security Holders**

The information set forth in Item 5.03 below is incorporated herein in its entirety.

### **Section 5 Corporate Governance and Management**

#### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Compass Group Diversified Holdings LLC (the “Company”) and Compass Diversified Holdings (the “Trust”) (NYSE: CODI) previously announced the departure of Ryan J. Faulkingham as the Chief Financial Officer of the Company and as a regular trustee of the Trust, each effective as of August 30, 2024. Mr. Stephen Keller was appointed as Chief Financial Officer of the Company and regular trustee of the Trust, each effective August 31, 2024, immediately following Mr. Faulkingham’s separation.

On August 31, 2024, the Company and the Trust entered into the First Amendment (the “Trust Agreement Amendment”) to the Third Amended and Restated Trust Agreement dated August 3, 2021, as amended, of the Trust among the Company, as sponsor, BNY Mellon Trust of Delaware, as Delaware Trustee, and the regular trustees named therein to reflect certain technical changes in connection with the departure of Mr. Faulkingham, and the appointment of Mr. Keller, as a regular trustee, including replacing Mr. Faulkingham with Mr. Keller as the “tax matters partner” for certain tax purposes.

On August 31, 2024, the Trust and Sostratus LLC, as members of the Company, entered into the Second Amendment (the “LLC Agreement Amendment”) to the Sixth Amended and Restated Operating Agreement of the Company dated August 3, 2021, as amended, to replace Mr. Faulkingham with Mr. Keller as “partnership representative” for certain tax purposes in connection with the departure of Mr. Faulkingham, and the appointment of Mr. Keller, as the Chief Financial Officer of the Company.

The foregoing brief descriptions of the Trust Agreement Amendment and the LLC Agreement Amendment, both effective as of August 31, 2024, are not meant to be exhaustive and are qualified in their entirety by the Trust Agreement Amendment and the LLC Agreement Amendment, which are attached hereto as Exhibit 3.1 and 3.2, respectively, and are incorporated herein by reference.

### **Section 9 Financial Statements and Exhibits**

#### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">First Amendment to the Third Amended and Restated Trust Agreement of the Trust.</a>
3.2	<a href="#">Second Amendment to the Sixth Amended and Restated Operating Agreement of the Company.</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: September 3, 2024

COMPASS DIVERSIFIED HOLDINGS

By: /s/ Elias J. Sabo

Elias J. Sabo

*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: September 3, 2024

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Elias J. Sabo

Elias J. Sabo

*Chief Executive Officer*

**FIRST AMENDMENT**

**THIS FIRST AMENDMENT** (the “*First Amendment*”) to the Agreement (as defined below) shall be effective as of August 31, 2024, and is entered into by and among COMPASS GROUP DIVERSIFIED HOLDINGS LLC, a Delaware limited liability company (the “*Sponsor*”), BNY MELLON TRUST OF DELAWARE, a Delaware banking corporation, as Delaware trustee (in such capacity, the “*Delaware Trustee*”), and MR. ELIAS J. SABO and MR. Stephen Keller, as the regular trustees (each a “*Regular Trustee*,” together “*Regular Trustees*” and, collectively with the Delaware Trustee, the “*Trustees*”). Capitalized terms used in this First Amendment without definition shall have the respective meanings specified in the Agreement.

**WHEREAS**, reference is hereby made to the Third Amended and Restated Trust Agreement, dated as of August 3, 2021 (as amended by the Share Designations through the date hereof, the “*Agreement*”), which was entered into by and among the Sponsor, the Delaware Trustee, and Mr. Elias J. Sabo and Mr. Ryan J. Faulkingham, as the regular trustees; and

**WHEREAS**, pursuant to the Agreement, Mr. Faulkingham has resigned and been removed as a regular trustee, effective August 30, 2024, and Mr. Stephen Keller has been appointed as a regular trustee, by the Sponsor, effective as of August 31, 2024.

**NOW, THEREFORE**, in consideration of the agreements and obligations set forth herein and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Sponsor and the Trustees hereby agree as follows:

1. All references in Sections 2.11(d), 8.11(a) and 10.8(b) of the Agreement to “Ryan J. Faulkingham” shall be replaced with “Stephen Keller.”
2. The Sponsor and the Trustees otherwise ratify and confirm the Agreement.
3. This First Amendment may be executed in any number of counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one agreement.

*[signatures on following page]*

**IN WITNESS WHEREOF**, the parties hereto have caused this First Amendment to be duly executed by their respective officers hereunto duly authorized, as of the day and year first above written.

**SPONSOR:**

Compass Group Diversified Holdings LLC,  
a Delaware limited liability company

By: /s/ Elias J. Sabo  
Name: Elias J. Sabo  
Its: Chief Executive Officer

**REGULAR TRUSTEES:**

/s/ Elias J. Sabo  
Elias J. Sabo

/s/ Stephen Keller  
Stephen Keller

**SECOND AMENDMENT**

**THIS SECOND AMENDMENT** (“*Second Amendment*”), dated as of August 31, 2024, to the Sixth Amended and Restated Operating Agreement of Compass Group Diversified Holdings LLC, a Delaware limited liability company, as amended and restated effective August 3, 2021, amended on February 11, 2022 and amended by the Trust Interest Designations through the date hereof (the “*Agreement*”), shall be effective as of August 31, 2024, and is entered into by Compass Diversified Holdings and Sostratus LLC, as Members under the Agreement. Such Members hereby agree to the amendment of the Agreement as set forth herein. Capitalized terms used in this Second Amendment without definition shall have the respective meanings specified in the Agreement.

1. The reference in Section 11.4(a) of the Agreement to “Ryan J. Faulkingham” shall be replaced with “Stephen Keller.”
2. The Members otherwise ratify and confirm the Agreement.
3. This Second Amendment may be executed in any number of counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one agreement.

-- Signature page follows --

IN WITNESS WHEREOF, the Members have executed and entered into this Second Amendment to the Sixth Amended and Restated Operating Agreement of the Company as of the day first above set forth.

COMPASS DIVERSIFIED HOLDINGS

By: /s/ Elias J. Sabo

Name: Elias J. Sabo

Title: Regular Trustee

SOSTRATUS LLC

By: /s/ Elias J. Sabo

Name: Elias J. Sabo

Title: Manager