

**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): April 7, 2010**

**COMPASS DIVERSIFIED HOLDINGS**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-51937**  
(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)

**0-51938**  
(Commission File Number)

**20-3812051**  
(I.R.S. Employer Identification  
No.)

**Sixty One Wilton Road  
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))
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## **Section 8 Other Events**

### **Item 8.01 Other Events.**

Compass Group Diversified Holdings LLC and Compass Diversified Holdings (NASDAQ: CODI) (collectively “CODI” or the “Company”) reported that CODI will make a cash distribution of \$0.34 per share for the first quarter 2010. The distribution is payable on April 30, 2010 to shareholders of record on the close of business on April 23, 2010. A copy of the press release announcing such distribution is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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

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

(d) Exhibits.

99.1 Press Release dated April 8, 2010.

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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: April 8, 2010

COMPASS DIVERSIFIED HOLDINGS

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*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: April 8, 2010

COMPASS GROUP DIVERSIFIED  
HOLDINGS LLC

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*Chief Financial Officer*



Compass Diversified Holdings  
James J. Bottiglieri  
Chief Financial Officer  
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**Compass Diversified Holdings Declares First Quarter 2010  
Distribution of \$0.34 Per Share**

**Westport, Conn., April 8, 2010** — Compass Diversified Holdings (Nasdaq GS: CODI) (“CODI” or the “Company”), an owner of leading middle market businesses, announced today that its Board of Directors has declared a quarterly cash distribution of \$0.34 per share. The distribution for the three months ended March 31, 2010 is payable on April 30, 2010 to all holders of record as of April 23, 2010.

Joe Massoud, CEO of Compass Diversified Holdings, commented, “We are pleased to declare our first quarter distribution of \$0.34 per share. We have now declared a distribution each quarter since our IPO in May of 2006 and, including this quarter, will have cumulatively distributed \$4.9752 per share to our shareholders.”

**About Compass Diversified Holdings (“CODI”)**

Compass Diversified Holdings (“CODI”) was formed to acquire and manage a group of middle market businesses that are headquartered in North America. Its subsidiaries are a diverse group of businesses with highly defensible market positions.

CODI’s structure involves acquisition of controlling ownership interests in its subsidiaries in order to maximize its ability to impact each subsidiary’s performance. The Company provides both debt and equity capital for its subsidiaries, contributing to their financial and operating flexibility. CODI’s model involves discipline in identifying and valuing businesses, proactive engagement with the management teams of the companies it acquires and the monetization of its subsidiaries when it believes that doing so will maximize shareholder value. The Company seeks to provide a high level of transparency in financial reporting and governance processes for the benefit of its shareholders. CODI currently has seven subsidiaries operating in distinct market niches. The cash flows generated by these businesses are utilized in pursuit of CODI’s dual objectives of investing in the long-term growth of the Company and making distributions of cash to its shareholders.

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## Our Subsidiary Businesses

Each of our companies is a leader in their respective market niche.

Based in Ecu, MS, **American Furniture Manufacturing** is a manufacturer of promotionally priced upholstered furniture. Visit [www.americanfurn.net](http://www.americanfurn.net).

Based in Coral Springs, FL, **Anodyne Medical Device** is a designer and manufacturer of medical therapeutic support surfaces and other wound treatment devices. Visit [www.anodynemedicaldevice.com](http://www.anodynemedicaldevice.com).

Based in Aurora, CO, **Advanced Circuits** is a manufacturer of quick-turn, prototype and production rigid printed circuit boards ("PCBs"). Visit [www.advancedcircuits.com](http://www.advancedcircuits.com).

Based in Watsonville, CA, **Fox Racing Shox** is a designer, manufacturer and marketer of suspension products for mountain bikes and powered off-road vehicles. Visit [www.foxracingshox.com](http://www.foxracingshox.com).

Based in Sterling, IL, **Halo Lee Wayne** is a one-stop resource for design, sourcing and fulfillment of promotional products. Visit [www.haloleewayne.com](http://www.haloleewayne.com).

Based in Payson, UT, **Liberty Safe** is a designer and manufacturer of premium home and gun safes. Visit [www.libertysafe.com](http://www.libertysafe.com).

Based in Cincinnati, OH, **Staffmark** is a provider of temporary staffing services, operating approximately 300 locations in 29 states. Visit [www.staffmark.com](http://www.staffmark.com).

To find out more about Compass Diversified Holdings, please visit [www.compassdiversifiedholdings.com](http://www.compassdiversifiedholdings.com).

*This press release may contain certain forward-looking statements, including statements with regard to the future performance of the Company. Words such as "believes," "expects," "projects," 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 Securities and Exchange Commission for the year ended December 31, 2009 and other filings with the Securities and Exchange Commission. CODI undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

A copy of this press release, and of past press releases, is available on Compass Diversified Holdings' website located at [www.compassdiversifiedholdings.com](http://www.compassdiversifiedholdings.com).

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