

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Compass Group Investments, Ltd.</u>  (Last) (First) (Middle) 69 PITTS BAY ROAD BELVEDERE BUILDING 4TH FLOOR  (Street) HAMILTON D0 HM08  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Compass Diversified Holdings [ CODI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2010	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares <sup>(1)</sup>	04/13/2010		S		1,300,000	D	\$14.38	6,381,000	I <sup>(2)(3)</sup>	By CGI Diversified Holdings, LP
Shares <sup>(1)</sup>	04/20/2010		S		25,000	D	\$14.38	6,356,000	I <sup>(2)(3)</sup>	By CGI Diversified Holdings, LP

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Compass Group Investments, Ltd.  
 (Last) (First) (Middle)  
 69 PITTS BAY ROAD  
 BELVEDERE BUILDING 4TH FLOOR  
 (Street)  
 HAMILTON D0 HM08  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CGI Diversified Holdings, LP  
 (Last) (First) (Middle)  
 69 PITTS BAY ROAD  
 BELVEDERE BUILDING 4TH FLOOR  
 (Street)  
 HAMILTON D0 HM08  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NAVCO Management, Inc.</a>		
(Last)	(First)	(Middle)
69 PITTS BAY ROAD		
BELVEDERE BUILDING 4TH FLOOR		
(Street)		
HAMILTON	D0	HM08
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<a href="#">Path Spirit LTD</a>		
(Last)	(First)	(Middle)
10 NORWICH STREET		
(Street)		
LONDON	X0	EC4A 1BD
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Each Share represents one undivided beneficial interest in the property of Compass Diversified Holdings (the "Trust") and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.
- The Shares are owned directly by CGI Magyar Holdings, LLC, which is owned by The Compass Group International, LLC, CGI Diversified Hungary Kft. and CGI Diversified Holdings, LP. The Compass Group International, LLC is owned by Compass Group Investments, Ltd. CGI Diversified Hungary Kft. is owned by CGI Diversified Holdings, LP. CGI Diversified Holdings, LP is owned by Compass Group Investments, Ltd., its sole limited partner, and Navco Management, Ltd., its general partner. Compass Group Investments, Ltd. and Navco Management, Ltd. are wholly owned by Kattegat Limited, a Bermudian exempt company with its principal offices at Belvedere Building, 69 Pitts Bay Road, Pembroke HM 08, Bermuda. Kattegat Limited was formed for the purpose of holding and managing the endowed assets of The Kattegat Trust and is wholly owned by The Kattegat Trust.
- The Kattegat Trust is a Bermudian charitable trust, engaged in the principal business of distributing income for charitable purposes, with its principal offices at 2 Reid Street, Hamilton HM 11, Bermuda. The trustee of The Kattegat Trust is Kattegat Private Trustees (Bermuda) Limited (the "Trustee"), a Bermudian trust company with its principal offices at 2 Reid Street, Hamilton HM 11, Bermuda. Path Spirit Limited is the trust protector for The Kattegat Trust. The Trustee is wholly owned by The Lund Purpose Trust, a Bermudian purpose trust with its principal offices at Thistle House, 4 Burnaby Street, Hamilton HM 11, Bermuda, formed for the sole purpose of holding the shares of the Trustee. Compass Group Investments, Ltd., Navco Management, Ltd., Path Spirit Limited, The Compass Group International, LLC, CGI Diversified Hungary Kft. and CGI Magyar Holdings, LLC disclaim beneficial ownership of the Shares, except to the extent of their pecuniary interest therein.

**Remarks:**

Exhibit 99.1 - Joint Filer Information Exhibit 99.2 - Supplemental Joint Filer Information

[COMPASS GROUP  
INVESTMENTS, LTD., By: /s/ 04/22/2010  
Cora Lee Starzomski, Director](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Exhibit 99.2  
Form 4 Supplemental Joint Filer Information

Name: Path Spirit Limited

Address: 10 Norwich Street  
London EC4A 1BD  
United Kingdom

Designated Filer: Compass Group Investments, Ltd.

Issuer & Ticker Symbol: Compass Diversified Holdings (CODI)

Date of Event Requiring Statement: April 13, 2010, April 20, 2010

Path Spirit Limited

By: /s/ Arthur F. Coady, Director

: