

**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): March 2, 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.

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**Section 8 Other Events****Item 8.01 Other Events**

On March 2, 2021, pursuant to the Indenture, dated as of April 18, 2018 (the “Indenture”), by and between Compass Group Diversified Holdings LLC (the “Company”) and U.S. Bank National Association, as trustee (the “Trustee”), the Trustee delivered redemption notices, on behalf and in the name of the Company, to holders of the Company’s 8.000% Senior Notes Due 2026 (the “Existing Notes”).

The redemption of the Existing Notes is conditioned upon the Company’s receipt of amounts necessary to effect the redemption with the proceeds of new debt financing transactions (collectively, the “Financing”). Subject to the closing of the Financing, the redemption date will be April 1, 2021 (the “Redemption Date”). The principal amount of the Existing Notes to be redeemed will be \$600 million, which represents the entire outstanding principal amount of the Existing Notes. The Existing Notes will be redeemed at a price of 100% of their principal amount plus the Applicable Premium (as defined in the Indenture) as of, and accrued and unpaid interest, if any, to, but not including, the Redemption Date.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security.

***Cautionary Statement Regarding Forward-Look Statements***

Certain statements in this current report, including statements related to the completion of the Financing and the redemption of the Existing Notes, may be deemed forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may use words such as “conditioned,” “subject,” “will,” and similar expressions to identify forward-looking statements. Such forward-looking statements are based on assumptions and estimates, which although believed to be reasonable, may turn out to be incorrect. Therefore, undue reliance should not be placed upon these statements. We cannot assure that any of these statements will be realized and actual results may differ from those contemplated in these “forward-looking statements.” Forward-looking statements speak only as of the date they are made and, except as required by law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

**Section 9 Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits**

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: March 2, 2021

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: March 2, 2021

COMPASS GROUP DIVERSIFIED  
HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham  
*Chief Financial Officer*