

**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): July 1, 2022

**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 July 1, 2022, 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 (which was previously reduced to eight after the passing of D. Eugene Ewing) and, elected Ms. Teri R. Shaffer to fill the vacancy created by such increase. Ms. Shaffer's election became effective as of July 2, 2022 and she will serve as a director until the next election of directors at the Company's annual shareholders' meeting to be held in fiscal year 2023. Ms. Shaffer has been designated as a member of any of the Board's Audit Committee. Effective as of July 2, 2022, Mr. C. Sean Day resigned as the Company's Chairman of the Board and the Board appointed Mr. Larry L. Enterline as its Chairman in the place and stead of Mr. Day. Mr. Day will remain as a director of the Company until the next election of directors at the Company's annual shareholders' meeting to be held in fiscal year 2023.

There are no arrangements or understandings between Ms. Shaffer and any other person pursuant to which she was elected as a director, and, as of the date hereof, there are no transactions or proposed transactions between Ms. Shaffer 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, Ms. Shaffer 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 12, 2022.

On July 6, 2022, the Company and Compass Diversified Holdings (NYSE: CODI) (collectively, "CODI") issued a press release regarding Ms. Shaffer's election and the appointment of Mr. Enterline as Chairman of the Board, 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	Press Release of CODI dated July 6, 2022.
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: July 6, 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: July 6, 2022

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Chief Financial Officer



Compass Diversified Holdings Announces New Board of Director Appointments

Current Director Larry L. Enterline Appointed Chairman of the Board

Appoints Teri R. Shaffer to the Board

Westport, Conn., July 6, 2022 – Compass Diversified Holdings (NYSE: CODI) (“CODI” or the “Company”), an owner of leading middle market businesses, announced that, effective July 2, 2022, Mr. Larry L. Enterline has been appointed Chairman of the Board of Directors (the “Board”) in place of Mr. C. Sean Day, who is retiring from this position as of the same date. Day will continue to serve as a director.

In addition, Ms. Teri R. Shaffer has been appointed to the Board, effective July 2, 2022. Shaffer has also been designated as a member of the Board’s Audit Committee.

Enterline has served on CODI’s Board since July of 2019 and as Lead Independent Director since October of 2021.

Shaffer has more than 38 years of finance and accounting experience. She served as the Americas and Regional Financial Audit IT Leader for Ernst & Young from 2016 through her recent retirement on July 1, 2022, and served in various other leadership roles at Ernst & Young since 1984. Shaffer has a deep understanding of public company audit, accounting and internal control matters, as well as cybersecurity, technology and risk management experience. She earned a bachelor’s degree from Oklahoma State University and is a Certified Public Accountant and Certified Information Security Manager. With a continued commitment to learning, she is currently completing her EY Tech MBA with Hult International Business School.

“These appointments further strengthen our highly qualified board,” said Sean Day, Chairman of CODI. “Larry is a natural choice to assume the role of Chairman given his intimate knowledge of our business and outstanding executive leadership skills. In addition, Teri brings significant finance, accounting, cybersecurity and risk management expertise to our Company. We look forward to welcoming Larry and Teri in their new roles and benefiting from their contributions.”

Elias Sabo, CEO of Compass Diversified, added: “We’re pleased to appoint a proven leader like Larry to the role of Chairman and welcome an outstanding executive like Teri to our Board and CODI family. Larry’s intimate knowledge of our businesses and prior experience as Executive Chairman of Fox Factory Corp. positions him well to be an excellent strategic leader, and Teri’s deep understanding of finance, accounting and public company audit matters will be highly additive to our Board. Finally, we would also like to take this opportunity to recognize the many

years of Sean's distinguished service as Chairman. He has been an extraordinary leader, mentor and colleague since our organization's IPO in 2006. We look forward to his continued input and contributions to our Company in his director role."

About Compass Diversified

Since its founding in 1998, CODI has consistently executed on its strategy of owning and managing a diverse set of highly defensible, middle-market businesses across the niche industrial and branded consumer sectors. The Company leverages its permanent capital base, long-term disciplined approach, and actionable expertise to maintain controlling ownership interests in each of its subsidiaries, maximizing its ability to impact long-term cash flow generation and value creation. The Company 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 the long-term growth of the Company and has consistently generated strong returns through its culture of transparency, alignment and accountability. For more information, please visit compassdiversified.com.

Forward Looking Statements

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements with regard to the expectations related to the future performance of CODI. Words such as "believes," "expects," "will," "anticipates," "intends," "continue," "projects," "potential," "assuming," 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, some of which are not currently known to CODI. In addition to factors previously disclosed in CODI's reports filed with the SEC, the following factors, among others, could cause actual results to differ materially from forward-looking statements: changes in the economy, financial markets and political environment; risks associated with possible disruption in CODI's operations or the economy generally due to terrorism, natural disasters, social, civil and political unrest or the COVID-19 pandemic; future changes in laws or regulations (including the interpretation of these laws and regulations by regulatory authorities); general considerations associated with the COVID-19 pandemic and its impact on the markets in which we operate; and other considerations that may be disclosed from time to time in CODI's publicly disseminated documents and filings. Further information regarding CODI and factors which could affect the forward-looking statements contained herein can be found in CODI's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Forward-looking statements speak only as of the date they are made. 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.

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