

Compass Diversified Holdings  
Form 8-K  
August 19, 2016

**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 15, 2016**

**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)**  
**Sixty One Wilton Road**

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

**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))

**Section 1      Registrant's Business and Operations**

**Item 1.01      Entry into a Material Definitive Agreement**

On August 15, 2016, Compass Group Diversified Holdings LLC (the *Company*), sponsor of Compass Diversified Holdings, entered into a Third Amendment (the *Amendment*) to its existing Credit Agreement (defined below). The Amendment was by and among the Company, the lenders party thereto (the *Lenders*), and Bank of America, N.A., as administrative agent for the Lenders (the *Administrative Agent*).

The Amendment provides for a number of modifications to the Company's existing credit agreement, dated as of June 6, 2014, as amended, among the Company, the Lenders, the Administrative Agent and the other financial institutions party thereto (the *Credit Agreement*). Among other amendments, the Amendment increases the maximum aggregate principal amount of all incremental facilities under the Credit Agreement from \$200,000,000 up to the sum of (a) \$200,000,000 plus (b) 400,000,000, provided that such incremental facilities are incurred substantially concurrent with the consummation of the acquisition by the Company of 5.11 Acquisition Corp. The Amendment also amends the Credit Agreement to provide customary bail-in contractual provisions with respect to European Economic Area member countries. The Amendment contains customary representations and warranties. All other material terms and conditions of the Credit Agreement were unchanged.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment.

**Section 2      Financial Information**

**Item 2.03      Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 above with respect to the Amendment is incorporated herein in its entirety.

**Section 9      Financial Statements and Exhibits**

**Item 9.01      Financial Statements and Exhibits**

(d) Exhibits.

10.1 Third Amendment to Credit Agreement, dated August 15, 2016, by and among Compass Diversified Holdings LLC, Bank of America, N.A., and the lenders thereto.

**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: August 19, 2016

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: August 19, 2016

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham  
Ryan J. Faulkingham  
*Chief Financial Officer*