

Compass Diversified Holdings
Form 8-A12B
March 13, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

COMPASS DIVERSIFIED HOLDINGS
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

57-6218917
(I.R.S. Employer Identification No.)

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

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

301 Riverside Avenue, Second Floor, Westport,
Connecticut
(Address of principal executive offices)

06880
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| 7.875% Series B Fixed-to-Floating Rate Cumulative Preferred Shares representing beneficial interests in Compass Diversified Holdings | New York Stock Exchange |
| 7.875% Series B Fixed-to-Floating Rate Cumulative Trust Preferred Interests of Compass Group Diversified Holdings LLC | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e).

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates
(if applicable): 333-214949**

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT
Item 1. Description of Registrant's Securities to Be Registered.

The securities registered hereby are the 7.875 % Series B Fixed-to-Floating Rate Cumulative Preferred Shares representing undivided beneficial interests in Compass Diversified Holdings (the Series B Preferred Shares) and the 7.875% Series B Fixed-to-Floating Rate Cumulative Trust Preferred Interests of Compass Group Diversified Holdings LLC (the Series B Trust Preferred Interests). The descriptions of the Series B Preferred Shares and the Series B Trust Preferred Interests are contained in a prospectus dated December 7, 2016, constituting a part of the Registration Statement on Form S-3 (File Nos. 333-214949 and 333-214949-01), relating to the Series B Preferred Shares and the Series B Trust Preferred Interests (the Prospectus), and a prospectus supplement to the Prospectus dated March 6, 2018 and filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Prospectus Supplement). The descriptions of the Series B Preferred Shares and the Series B Trust Preferred Interests contained in the Prospectus under the heading Description of Securities and in the Prospectus Supplement under the heading Description of the Series B Preferred Shares, are each incorporated herein by reference.

Item 2. Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 3.1 | Certificate of Trust of Compass Diversified Trust (incorporated by reference to Exhibit 3.1 of the Form S-1 filed on December 14, 2005 (File No. 333-130326)). |
| 3.2 | Certificate of Amendment to Certificate of Trust of Compass Diversified Trust (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on September 13, 2007 (File No. 000-51937)). |
| 3.3 | Certificate of Formation of Compass Group Diversified Holdings LLC (incorporated by reference to Exhibit 3.3 of the Form S-1 filed on December 14, 2005 (File No. 333-130326)). |
| 3.4 | Second Amended and Restated Trust Agreement of Compass Diversified Holdings (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on December 7, 2016 (File No. 001-34927)). |
| 3.5 | Share Designation of Compass Diversified Holdings with respect to the Series A Preferred Shares (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on June 28, 2017 (File No. 001-34927)). |
| 3.6 | Fifth Amended and Restated Operating Agreement of Compass Group Diversified Holdings LLC (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on December 7, 2016 (File No. 001-34927)). |
| 3.7 | Trust Interest Designation of Compass Group Diversified Holdings LLC with respect to the Series A Trust Preferred Interests (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on June 28, 2017 (File No. 001-34927)). |
| 4.1 | Share Designation of Compass Diversified Holdings with respect to the Series B Preferred Shares (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)). |
| 4.2 | Trust Interest Designation of Compass Group Diversified Holdings LLC with respect to the Series B Trust Preferred Interests (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)). |

Edgar Filing: Compass Diversified Holdings - Form 8-A12B

- 4.3 Form of 7.875% Series B Preferred Share Certificate (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 13, 2018

COMPASS DIVERSIFIED HOLDINGS

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Regular Trustee

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 13, 2018

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Chief Financial Officer