

Compass Diversified Holdings  
Form 8-K  
July 01, 2013

**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, 2013**

**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**

**Second Floor**

**Westport, CT 06880**

(Address of principal executive offices and zip code)

**20-3812051**  
(I.R.S. Employer

Identification No.)

**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 July 1, 2013, Compass Group Diversified Holdings LLC (the *Company*), and Compass Group Management LLC (the *Manager*), amended (the *Amendment*) the Amended and Restated Management Services Agreement dated as of December 20, 2011, as amended on December 15, 2009 and originally effective as of May 16, 2006 (the *Management Services Agreement*) to provide for certain modifications related to the Manager's registration as an investment adviser under the Investment Advisers Act of 1940, as amended (the *Advisers Act*). Pursuant to the Amendment, the Manager agreed to eliminate from the Management Services Agreement (i) the termination fee previously provided for in Section 9, and (ii) the ability of the Manager to enter into transaction services agreements in connection with acquisitions and dispositions of the Company's subsidiary businesses.

The Amendment also provides that (i) in the event the Management Services Agreement is terminated by the Company's board of directors and the holders of the Trust Shares in accordance with Section 9.2(a), the Company will reimburse the Manager for certain expenses related to such termination, (ii) permits the Manager to enter into integration services agreements with one or more of the Company's subsidiary businesses relating to the performance by the Manager of additional services to integrate a subsidiary business into the Company's operations following the acquisition of such business by the Company and (iii) makes certain other changes related to the requirements of the Advisers Act.

The foregoing description of the Amendment is not meant to be exhaustive and is qualified in its entirety by the document itself, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

**Item 1.02      Termination of a Material Definitive Agreement**

In addition, effective July 1, 2013 and in connection with the Amendment and the Manager's registration as an investment adviser under the Advisers Act, the Company and the Manager also agreed to terminate the Supplemental Put Agreement by and between the Company and the Manager dated as of May 16, 2006 (the *Supplemental Put Agreement*), which has the effect of eliminating the Manager's right to require the Company to purchase from the Manager the allocation interests of the Company owned by the Manager upon termination of the Management Services Agreement. Pursuant to the Management Services Agreement, as amended, the Manager will continue to manage the day-to-day operations and affairs of the Company, oversee the management and operations of the Company's businesses and perform certain other services for the Company. The Company is in the process of determining the impact on its current accounting for the supplemental put as a result of the termination of the Supplemental Put Agreement and expects to finalize its conclusions before the filing of its third quarter form 10-Q.

**Section 9            Financial Statements and Exhibits**

**Item 9.01      Financial Statements and Exhibits**

10.1 Fifth Amended and Restated Management Services Agreement by and between Compass Group Diversified Holdings LLC, and Compass Group Management LLC, dated as of July 1, 2013 and originally effective as of May 16, 2006.

**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 1, 2013

COMPASS DIVERSIFIED HOLDINGS

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*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 1, 2013

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*Chief Financial Officer*