

Edgar Filing: Compass Diversified Holdings - Form 8-K

Compass Diversified Holdings  
Form 8-K  
May 27, 2015

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): May 27, 2015

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.)
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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.)
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Sixty One Wilton Road  
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 5 Corporate Governance and Management  
 Item 5.07 Submission of Matters to a Vote of Security Holders

On May 27, 2015, Compass Diversified Holdings (the “Trust”) and Compass Group Diversified Holdings LLC (the “Company”) (NYSE: CODI) (collectively “CODI”) held their 2015 Annual Meeting of Shareholders (the “Annual Meeting”), at the Delamar Southport, 275 Old Post Road, Southport, Connecticut 06890. A total of 54,300,000 shares of the Company’s common stock were entitled to vote as of March 30, 2015, the record date for the Annual Meeting. There were 40,176,922 shares present in person or by proxy, constituting a quorum, at the Annual Meeting, at which the shareholders were asked to vote on three (3) proposals. Set forth below are the matters acted upon by the shareholders and the final voting results of each such proposal.

Proposal 1. Election of Directors

With respect to the election of the following nominees as Class III directors of the Company to hold office for a three-year term, ending at the 2018 Annual Meeting, the shareholders voted as set forth in the table below:

	For	Withheld	Broker Non-Vote
C. Sean Day	19,869,041	3,278,021	17,029,860
D. Eugene Ewing	22,816,151	330,911	17,029,860

Based on the votes set forth above, Messrs. Day and Ewing were duly elected to serve as Class III directors of the Company for a three-year term, ending at the 2018 Annual Meeting.

Proposal 2. Advisory Vote Regarding Executive Compensation (“Say-on-Pay”)

With respect to the non-binding, advisory vote to approve the compensation of the Company’s named executive officers as disclosed in the Company’s Proxy Statement, the shareholders voted as set forth in the table below:

For	Against	Abstain	Broker Non-Vote
22,098,601	574,711	473,750	17,029,860

Based on the votes set forth above, the shareholders approved the Say-on-Pay proposal.

Proposal 3. Ratification of Selection of Independent Auditor

The ratification of the appointment of Grant Thornton LLP as independent auditor for the Company and the Trust for the fiscal year ending December 31, 2015 received the following votes:

For	Against	Abstain	Broker Non-Vote
39,863,861	127,822	185,239	0

Based on the votes set forth above, the ratification of the appointment of Grant Thornton LLP as the independent auditor for the Company and the Trust to serve for the 2015 fiscal year was duly ratified by the shareholders.

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: May 27, 2015

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: May 27, 2015

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham  
Chief Financial Officer