

Compass Diversified Holdings

Form 8-K

February 22, 2008

**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): February 22, 2008**

**COMPASS DIVERSIFIED HOLDINGS**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-51937**

(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)

**0-51938**

(Commission File Number)

**20-3812051**

(I.R.S. Employer Identification No.)

**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))
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**Section 8 Other Events**

**Item 8.01 Other Events**

On each of January 8, 2008 and January 23, 2008, Compass Group Diversified Holdings LLC (the Company ) and Compass Diversified Holdings (the Trust and, together with the Company, collectively CODI, us or we ) filed a Current Report on Form 8-K to report the completion of its acquisition of Fox Factory, Inc. ( Fox ) and the acquisition of Staffmark Investment LLC ( Staffmark ) by its subsidiary CBS Personnel Holdings, Inc., respectively. We are filing this Current Report on Form 8-K to report the audited financial statements of Fox and Staffmark and the unaudited pro forma financial information described in Item 9.01 of Form 8-K, respectively.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

- 23.1 Consent of Hutchinson and Bloodgood LLP
- 23.2 Consent of Grant Thornton LLP
- 99.1 December 31, 2006 audited financials and September 30, 2007 interim financials for Fox Factory, Inc.  
December 31, 2006 audited financials and September 30, 2007 interim financials for Staffmark Investment
- 99.2 LLC.
- 99.3 December 31, 2006 Unaudited condensed combined pro forma financials and September 30, 2007 interim condensed combined pro forma financials for Compass Diversified Holdings.

**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: February 22, 2008

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: February 22, 2008

COMPASS GROUP  
DIVERSIFIED  
HOLDINGS LLC

By: /s/ James J. Bottiglieri  
James J. Bottiglieri  
*Chief Financial Officer*

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**INDEX TO EXHIBITS**

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