

COMPASS DIVERSIFIED HOLDINGS

Reported by
FAULKINGHAM RYAN J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/10/17 for the Period Ending 05/08/17

| | |
|-------------|--|
| Address | 301 RIVERSIDE AVENUE WESTPORT, CT 06880 |
| Telephone | 203-221-1703 |
| CIK | 0001345126 |
| Symbol | CODI |
| SIC Code | 2510 - Household Furniture |
| Industry | Investment Trusts |
| Sector | Financials |
| Fiscal Year | 12/31 |

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * Faulkingham Ryan J <small>(Last) (First) (Middle)</small> 301 RIVERSIDE AVENUE, SECOND FLOOR <small>(Street)</small> WESTPORT, CT 06880 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Compass Diversified Holdings [CODI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remark (a) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/8/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares (1) | 5/8/2017 | | P | | 3000 | A | \$16.2008 (2) | 3900 | D | |
| Common Shares (1) | | | | | | | | 1654 | I | By IRA |
| Common Shares (1) | | | | | | | | 787 | I | By Wife |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

- (1) Each Common Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust common interest of Compass Group Diversified Holdings LLC held by the Trust.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.15 to \$16.23, inclusive. Full information regarding the number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

Remarks:

(a) Mr. Faulkingham is the Chief Financial Officer of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Faulkingham Ryan J 301 RIVERSIDE AVENUE SECOND FLOOR WESTPORT, CT 06880 | | | | See Remark (a) |

Signatures

/s/ Ryan J. Faulkingham, by Carrie W. Ryan as attorney-in-fact

5/10/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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