

COMPASS DIVERSIFIED HOLDINGS

Reported by
OFFENBERG ALAN B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/10/17

Address	61 WILTON ROAD 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 * Offenberg Alan B (Last) (First) (Middle) 301 RIVERSIDE AVENUE, SECOND FLOOR (Street) WESTPORT, CT 06880 (City) (State) (Zip)	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">3/10/2017</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			
Shares (1)	3/10/2017		P		24412	A	\$16.5501 (2)	349354.0887	D	
Shares (1)	3/13/2017		P		91341	A	\$16.7123 (3)	440695.0887	D	
Shares (1)	3/14/2017		P		34247	A	\$16.4913 (4)	474942.0887	D	

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:

- (Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of
- 1) Compass Group Diversified Holdings LLC held by the Trust.
- (The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.4750 to
- 2) \$16.6500, 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.
- (The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.4250 to
- 3) \$16.7500, 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.
- (The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.4636 to
- 4) \$16.5000, 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. Offenberg is a Director and the Chief Executive Officer for Compass Group Diversified Holdings LLC, Sponsor of the Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Offenberg Alan B 301 RIVERSIDE AVENUE SECOND FLOOR WESTPORT, CT 06880				See Remark (a)

Signatures

/s/ Alan B. Offenberg, by Carrie W. Ryan and Ryan J. Faulkingham as attorneys-in-fact

3/14/2017

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.