

# COMPASS DIVERSIFIED HOLDINGS

Reported by  
**BURNS GORDON M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/05/18 for the Period Ending 01/03/18

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>BURNS GORDON M</b>  (Last) (First) (Middle)  <b>301 RIVERSIDE AVENUE, SECOND FLOOR</b>  (Street)  <b>WESTPORT, CT 06880</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Compass Diversified Holdings [ CODI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/3/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>See Remark (a)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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)	1/3/2018		P		4733	A	\$17.2449 (2)	48617	D	
Common Shares (1)								49280	I	By IRA
Common Shares (1)								12987	I	By Trust Account (3)
Common Shares (1)								12824	I	By Trust Account (4)
Common Shares (1)								80000	I	By Revocable Trust (5)
Common Shares (1)								6195	I	By Trust Account (6)

**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	Title	Amount or Number of Shares				

**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 \$17.10 to \$17.35, 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.
- (3) Shares beneficially owned by the Reporting Person through the Talley Burns Executor Trust.
- (4) Shares beneficially owned by the Reporting Person through the Peter Burns Executor Trust.
- (5) Shares beneficially owned by the Reporting Person through the Gordon M. Burns 2009 Revocable Trust.
- (6) Shares beneficially owned by the Reporting Person through the Burns Family Trust.

**Remarks:**

(a) Mr. Ewing is a Director of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

**Reporting Owners**

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

**Signatures**

/s/ D. Eugene Ewing, by Carrie W. Ryan and Ryan J. Faulkingham as attorneys-in-fact

1/5/2018

—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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