

Compass Diversified Holdings
Form 8-K
May 30, 2014

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 29, 2014

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.)

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)
Sixty One Wilton Road

Second Floor

20-3812051
(I.R.S. Employer

Identification No.)

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 29, 2014, Compass Diversified Holdings (the Trust) and Compass Group Diversified Holdings LLC (the Company) (NYSE: CODI) (collectively CODI) held their 2014 Annual Meeting of Shareholders (the Annual Meeting), at the Delamar Southport, 275 Old Post Road, Southport, Connecticut 06890. A total of 48,300,000 shares of the Company's common stock were entitled to vote as of April 1, 2014, the record date for the Annual Meeting. There were 40,358,309 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 II directors of the Company to hold office for a three-year term, ending at the 2017 Annual Meeting, the shareholders voted as set forth in the table below:

| | For | Withheld | Broker Non-Vote |
|-----------------------------|------------|-----------|-----------------|
| James J. Bottiglieri | 23,087,279 | 1,694,183 | 15,576,847 |
| Gordon M. Burns | 24,589,469 | 191,993 | 15,576,847 |

Based on the votes set forth above, Messrs. Bottiglieri and Burns were duly elected to serve as Class II directors of the Company for a three-year term, ending at the 2017 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 |
|------------|---------|---------|-----------------|
| 23,956,146 | 571,709 | 253,607 | 15,576,847 |

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, 2014 received the following votes:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 40,019,681 | 153,117 | 185,511 | 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 2014 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 30, 2014

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 30, 2014

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Ryan J. Faulkingham
Ryan J. Faulkingham
Chief Financial Officer