

Edgar Filing: Compass Diversified Holdings - Form 8-K

Compass Diversified Holdings  
Form 8-K  
December 07, 2016

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): December 7, 2016 (December 7, 2016)

COMPASS DIVERSIFIED HOLDINGS  
(Exact name of registrant as specified in its charter)

Delaware                      001-34927      57-6218917  
(State or other jurisdiction   (Commission   (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

COMPASS GROUP DIVERSIFIED  
HOLDINGS LLC  
(Exact name of registrant as specified in its charter)

Delaware                      001-34926      20-3812051  
(State or other jurisdiction   (Commission   (I.R.S. Employer  
of incorporation)              File Number) 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))

Section 8 Other Events  
Item 8.01 Other Events

As previously disclosed in the Current Report on Form 8-K filed on August 31, 2016, on the same day, Compass Group Diversified Holdings LLC (the "Company") and Compass Diversified Holdings ("Holdings," and together with the Company, collectively "CODI", "us" or "we") completed the transaction whereby 5.11 ABR Merger Corp. ("Merger Sub"), a Delaware corporation and wholly owned subsidiary of 5.11 ABR Corp. ("Parent"), a Delaware corporation and wholly owned subsidiary of the Company, merged with and into 5.11 Acquisition Corp., a Delaware corporation ("5.11 Tactical"), with 5.11 Tactical as the surviving entity (the "5.11 Merger"). On November 1, 2016, we filed a Form 8-K/A to amend the Current Report on Form 8-K filed on August 31, 2016, to provide certain historical financial statements for 5.11 Tactical and pro forma financial information for CODI in accordance with Item 9.01 of Form 8-K. We are filing this Current Report on Form 8-K to provide additional pro forma financial information for CODI related to the 5.11 Merger.

Section 9 Financial Statements and Exhibits  
Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The following unaudited pro forma financial information of CODI is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 9.01(b) and made a part hereof: unaudited condensed combined pro forma statements of operations for the year ended December 31, 2015 and the nine months ended September 30, 2016 and notes thereto.

(d) Exhibits.

99.1 Unaudited Condensed Combined Pro Forma Statements of Operations for the year ended December 31, 2015 and the nine months ended September 30, 2016 and notes thereto

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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: December 7, 2016 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: December 7, 2016 COMPASS GROUP  
DIVERSIFIED HOLDINGS  
LLC

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham  
Chief Financial Officer