

Item 1.01 Entry into a Material Definitive Agreement

On March 7, 2017, Fox Factory Holding Corp. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Underwriter”) and Compass Group Diversified Holdings LLC (“Compass”) and Robert C. Fox, Jr., as selling stockholders (Compass, together with Mr. Fox, the “Selling Stockholders”). Pursuant to the Underwriting Agreement, Compass agreed to sell 5,108,718 shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”), owned or beneficially held by Compass (the “Offering Shares”), to the Underwriter at a price of \$26.65 per share, and Mr. Fox granted the Underwriter an over-allotment option to purchase up to 465,657 shares of the Company’s Common Stock owned by Mr. Fox (the “Option Shares”) at a price of \$26.65 per share.

The Underwriting Agreement contains customary representations, warranties, and covenants of the Company and the Selling Stockholders and also provides for customary indemnification by each of the Company, the Selling Stockholders, and the Underwriter against certain liabilities and customary contribution provisions in respect of those liabilities.

The offering and sale of the Common Stock by the Selling Stockholders was made pursuant to the Company’s Registration Statement on Form S-3 (Registration No. 333-203146) (the “Registration Statement”), including a prospectus supplement dated March 7, 2017 to the base prospectus contained in the Registration Statement, filed by the Company with the Securities and Exchange Commission pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended. The sale of the Offering Shares pursuant to the Underwriting Agreement closed on March 13, 2017.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and incorporated herein by reference.

Item 8.01 Other Events

On March 13, 2017, the Company closed the secondary public offering by Compass of an aggregate 5,108,718 shares of Common Stock. A copy of the press release announcing the closing of the offering is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information contained in this Item 8.01 of this Current Report, including the press release attached hereto as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number	Description
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1.1	
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Copy of Underwriting Agreement, by and between Fox Factory Holding Corp., Compass Group Diversified Holdings LLC, Robert C. Fox, Jr. and Merrill Lynch, Pierce, Fenner & Smith Incorporated., dated March 7, 2017

- 5.1 Opinion of Squire Patton Boggs (US) LLP as to the legality of the securities
 - 99.1 Press release issued by Fox Factory Holding Corp., dated March 13, 2017
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SIGNATURE

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.

Fox Factory Holding Corp.

Date: March 13, 2017 By: /s/ ZVI GLASMAN

Zvi Glasman

Chief Financial Officer and Treasurer