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Compass Diversified Holdings

Form 8-K

December 21, 2007



**Section 3      Securities and Trading Markets**

**Item 3.03      Material Modification to Rights of Security Holders**

On December 21, 2007, Compass Group Diversified Holdings LLC (the Company ), and Compass Diversified Holdings (the Trust and, together with the Company, collectively CODI, us or we ), amended (the Amendment ) Amended and Restated Trust Agreement dated as of April 25, 2006, as amended on May 25, 2007 and September 14, 2007 (the Trust Agreement ), of the Trust among the Company, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein to provide for those provisions that are customary, necessary and useful for an entity treated as a partnership for federal income tax purposes as contemplated by the May 25, 2007 amendment and as approved by the shareholders of the Trust.

The foregoing brief description of the Amendment is not meant to be exhaustive and is qualified in its entirety by the Amendment itself, which is attached hereto as Exhibit 4.1.

**Section 9      Financial Statements and Exhibits**

**Item 9.01      Financial Statements and Exhibits**

4.1 Third Amendment to the Amended and Restated Trust Agreement dated as of April 25, 2006, as amended on May 25, 2007 and September 14, 2007, of Compass Diversified Holdings among the Company, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein.