

Compass Diversified Holdings  
Form 8-K  
February 18, 2009

**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): February 18, 2009**

**COMPASS DIVERSIFIED HOLDINGS**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>0-51937</b><br>(Commission File Number) | <b>57-6218917</b><br>(I.R.S. Employer Identification<br>No.) |
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**COMPASS GROUP DIVERSIFIED HOLDINGS LLC**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>0-51938</b><br>(Commission File Number) | <b>20-3812051</b><br>(I.R.S. Employer Identification<br>No.) |
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**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))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On February 18, 2009, Compass Group Diversified Holdings LLC and Compass Diversified Holdings (Nasdaq GS: CODI) (collectively CODI or the Company ) announced that it reduced its debt and repaid at par, from cash on its balance sheet, \$75 million of debt under its term loan facility due in December of 2013. A copy of the press release announcing such reduction of debt is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated February 18, 2009.

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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: February 18, 2009

COMPASS DIVERSIFIED HOLDINGS

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*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: February 18, 2009

COMPASS GROUP DIVERSIFIED HOLDINGS  
LLC

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*Chief Financial Officer*