

Compass Group Diversified Holdings LLC  
Form 8-K  
May 31, 2012

**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 30, 2012

**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**

**Westport, CT 06880**

(Address of principal executive offices and zip code)

**20-3812051**  
(I.R.S. Employer

Identification No.)

**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 30, 2012, Compass Diversified Holdings (the Trust ) and Compass Group Diversified Holdings LLC (the Company ) (NYSE: CODI) (collectively CODI ) held their 2012 Annual Meeting of Shareholders (the Annual Meeting ), at the Hilton Rye Town, 699 Westchester Avenue, Rye Brook, New York 10573. A total of 48,300,000 shares of the Company s common stock were entitled to vote as of April 12, 2012, the record date for the Annual Meeting. There were 41,155,751 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 III directors of the Company to hold office for a three-year term, ending at the 2015 Annual Meeting, the shareholders voted as set forth in the table below:

	For	Withheld	Broker Non-Vote
<b>C. Sean Day</b>	25,020,537	355,100	15,780,114
<b>D. Eugene Ewing</b>	25,137,232	238,405	15,780,114

Based on the votes set forth above, Messrs. Day and Ewing were duly elected to serve as Class III directors of the Company for a three-year term, ending at the 2015 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 CODI s Proxy Statement, the shareholders voted as set forth in the table below:

For	Against	Abstain	Broker Non-Vote
24,490,251	686,819	198,567	15,780,114

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, 2012 received the following votes:

For	Against	Abstain
40,541,607	484,552	129,592

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 2012 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 31, 2012

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: May 31, 2012

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ James J. Bottiglieri

James J. Bottiglieri  
*Chief Financial Officer*