

**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): January 3, 2025**

**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)

**20-3812051**  
(I.R.S. Employer  
Identification No.)

**301 Riverside Avenue, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Shares representing beneficial interests in Compass Diversified Holdings	CODI	New York Stock Exchange
Series A Preferred Shares representing beneficial interests in Compass Diversified Holdings	CODI PR A	New York Stock Exchange
Series B Preferred Shares representing beneficial interests in Compass Diversified Holdings	CODI PR B	New York Stock Exchange
Series C Preferred Shares representing beneficial interests in Compass Diversified Holdings	CODI PR C	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Section 5 Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 3, 2025, Gordon M. Burns notified Compass Diversified Holdings (NYSE: CODI) and the Board of Directors (the "Board") of Compass Group Diversified Holdings LLC (the "Company" and, together with Compass Diversified Holdings, "CODI") that he would not be standing for re-election as a director of the Company at CODI's 2025 annual meeting of shareholders (the "2025 Annual Meeting") and that, effective as of January 3, 2025 he would be stepping down from his role as the Chair of the Board's Nominating and Corporate Governance Committee (the "Nominating Committee"). The decision by Mr. Burns not to stand for re-election and to cease service as Chair of the Nominating Committee was not a result of any disagreement with CODI or the Board. Mr. Burns will continue to serve as a director, and as a member of each of the Nominating Committee and the Board's Compensation Committee up and until the 2025 Annual Meeting.

On January 3, 2025, upon recommendation from the Nominating Committee, the Board appointed Ms. Nancy B. Mahon as the Chair of the Nominating Committee to replace Mr. Burns in that role. Ms. Mahon will receive compensation in the same manner as her predecessor in this role.

## **Section 7 Regulation FD**

### **Item 7.01 Regulation FD Disclosure**

On January 6, 2025, CODI issued a press release regarding the changes to its Board, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

The information under this Item 7.01 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information or exhibits be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, except as shall be expressly set forth by specific reference in such a filing.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of CODI dated January 6, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: January 6, 2025

COMPASS DIVERSIFIED HOLDINGS

By: /s/ Stephen Keller  
Stephen Keller  
*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: January 6, 2025

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

By: /s/ Stephen Keller  
Stephen Keller  
*Chief Financial Officer*



## Compass Diversified Holdings Announces Changes to its Board of Directors

**Westport, Conn., January 6, 2025** – Compass Diversified Holdings (NYSE: CODI), an owner of leading middle market businesses, announced today that current director Gordon M. Burns advised the Board of Directors (the “Board”) on January 3, 2025, he will not be standing for re-election at the Company’s 2025 annual shareholders meeting due to other commitments. Effective as of January 3, 2025, Mr. Burns stepped down as the Chair of the Company’s Nominating & Corporate Governance Committee (the “Nominating Committee”). Burns will remain on the Company’s Board and as a member of each of the Company’s Nominating Committee and Compensation Committee up and until the Company’s 2025 annual shareholders meeting. Mr. Burns joined the Board in May of 2008.

Elias Sabo, CEO of CODI, commented: “Over the past fifteen years, Gordon has made a meaningful contribution to our Board, particularly with respect to our capital raising and capital allocation efforts. As Chair of the Board’s Nominating Committee, he was integral in identifying and recruiting the diverse and talented individuals that will lead our Board into the future. On behalf of our entire organization, I want to thank Gordon for his years of dedicated service and his many contributions to the Company.”

Effective as of January 3, 2025, current director Nancy B. Mahon has been appointed Chair of the Board’s Nominating Committee, replacing Mr. Burns.

Mahon has served as a director of the Company since May of 2023. She is currently the Chief Sustainability Officer of The Estée Lauder Companies, Inc. She holds a juris doctor degree from the New York University School of Law and is admitted to practice in both state and federal jurisdictions.

Larry Enterline, Board Chair, added: “Over the past two years, we have taken concrete steps to strengthen and diversify our Board as we prepare for the next phase of our development. Nancy, a licensed attorney, with governance expertise, brings over a decade of experience in corporate citizenship, social initiatives, and sustainability practices to her new role as Chair of our Nominating Committee. Together with our other Board members and committee chairs, we believe we are well positioned to continue to provide strong governance and oversight.”

### About Compass Diversified

Since its IPO in 2006, CODI has consistently executed its strategy of owning and managing a diverse set of highly defensible, middle-market businesses across the industrial, branded consumer and healthcare sectors. The Company leverages its permanent capital base, long-term disciplined approach, and actionable expertise to maintain controlling ownership interests

in each of its subsidiaries, maximizing its ability to impact long-term cash flow generation and value creation. The Company provides both debt and equity capital for its subsidiaries, contributing to their financial and operating flexibility. CODI utilizes the cash flows generated by its subsidiaries to invest in the long-term growth of the Company and has consistently generated strong returns through its culture of transparency, alignment and accountability. For more information, please visit [compassdiversified.com](http://compassdiversified.com).

### **Forward Looking Statements**

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements with regard to the expectations related to the future performance of CODI. Words such as "believes," "expects," "will," "anticipates," "intends," "continue," "projects," "potential," "assuming," and "future" or similar expressions, are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions, some of which are not currently known to CODI. In addition to factors previously disclosed in CODI's reports filed with the SEC, the following factors, among others, could cause actual results to differ materially from forward-looking statements: changes in the economy, financial markets and political environment; risks associated with possible disruption in CODI's operations or the economy generally due to terrorism, natural disasters, social, civil and political unrest or the COVID-19 pandemic; future changes in laws or regulations (including the interpretation of these laws and regulations by regulatory authorities); general considerations associated with the COVID-19 pandemic and its impact on the markets in which we operate; and other considerations that may be disclosed from time to time in CODI's publicly disseminated documents and filings. Further information regarding CODI and factors which could affect the forward-looking statements contained herein can be found in CODI's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Forward-looking statements speak only as of the date they are made. Except as required by law, CODI undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Investor Relations**

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