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Compass Diversified Holdings

Form 8-K

February 22, 2008

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 22, 2008

COMPASS DIVERSIFIED HOLDINGS

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-51937

(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)

0-51938

(Commission File Number)

20-3812051

(I.R.S. Employer Identification No.)

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 each of January 8, 2008 and January 23, 2008, Compass Group Diversified Holdings LLC (the "Company") and Compass Diversified Holdings (the "Trust" and, together with the Company, collectively "CODI," "us" or "we") filed a Current Report on Form 8-K to report the completion of its acquisition of Fox Factory, Inc. ("Fox") and the acquisition of Staffmark Investment LLC ("Staffmark") by its subsidiary CBS Personnel Holdings, Inc., respectively. We are filing this Current Report on Form 8-K to report the audited financial statements of Fox and Staffmark and the unaudited pro forma financial information described in Item 9.01 of Form 8-K, respectively.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 23.1 Consent of Hutchinson and Bloodgood LLP
- 23.2 Consent of Grant Thornton LLP
- 99.1 December 31, 2006 audited financials and September 30, 2007 interim financials for Fox Factory, Inc.
- December 31, 2006 audited financials and September 30, 2007 interim financials for Staffmark Investment
- 99.2 LLC.
- 99.3 December 31, 2006 Unaudited condensed combined pro forma financials and September 30, 2007 interim condensed combined pro forma financials for Compass Diversified Holdings.

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 22, 2008

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 22, 2008

COMPASS GROUP
DIVERSIFIED
HOLDINGS LLC

By: /s/ James J. Bottiglieri
James J. Bottiglieri
Chief Financial Officer

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INDEX TO EXHIBITS

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