Compass Diversified Holdings Form 4

November 07, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Issuer Name and Ticker or Trading

**Compass Diversified Holdings** 

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

[CODI]

1(b).

(Print or Type Responses)

MASSOUD I JOSEPH

1. Name and Address of Reporting Person \*

	(First) NE WILTON ECOND FLOOR	(Month/Day/Year) YILTON 11/07/2008					Director 10% Owner Officer (give titleX Other (specify below)  See Remarks (a)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  WESTPORT, CT 06880					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Code	(Instr. 3,	(A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Shares (1)					, ,		87,760	D		
Shares (1)	11/07/2008		P	100	A (2)	\$ 11.2	272,690	I	Through Pharos I LLC (3)	
Shares (1)	11/07/2008		P	200	A (2)	\$ 11.2	272,890	I	Through Pharos I LLC (3)	
Shares (1)	11/07/2008		Р	500	A (2)	\$ 11.2	273,390	I	Through Pharos I LLC (3)	

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

#### Edgar Filing: Compass Diversified Holdings - Form 4

Shares (1) 11/07/2008	P	7	A (2)	\$ 273,397 11.26	I	Pharos I LLC (3)
Shares (1) 11/07/2008	P	85	A (2)	\$ 11.27 273,482	I	Through Pharos I LLC (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	0 3) I S A (A I O	Number of Derivative Securities Acquired A) or Disposed of (D) Instr. 3, I, and 5)		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASSOUD I JOSEPH SIXTY ONE WILTON ROAD SECOND FLOOR WESTPORT, CT 06880

See Remarks (a)

**Signatures** 

/s/ I. Joseph Massoud, by James J. Bottiglieri as attorney-in-fact 11/07/2008

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.
- (2) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pharos I LLC on May 29, 2008.
- (3) Amounts with respect to Mr. Massoud reflect his beneficial ownership of Shares through his interest in, and control as Managing Member of, Pharos I LLC.

#### **Remarks:**

(a) Mr. Massoud is a Director and the Chief Executive Officer for Compass Group Diversified Holdings LLC, Sponsor of the Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.