

Compass Diversified Holdings
Form 4
August 04, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSOUD I JOSEPH

2. Issuer Name and Ticker or Trading Symbol
Compass Diversified Holdings
[CODI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See Remarks (a)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WESTPORT, CT 06880

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| | | | | (A) or (D) | Price | | |
| Shares | | | | | 79,560 | D | |
| Shares ⁽¹⁾ | 07/31/2008 | | P | 100 | \$ 11.3 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 07/31/2008 | | P | 100 | \$ 11.33 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 07/31/2008 | | P | 100 | \$ 11.35 | I | Through Pharos I LLC ⁽³⁾ |

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| | | | | | | | | |
|-----------------------|------------|---|-----|------------------------|-------------|---------|---|---|
| Shares ⁽¹⁾ | 07/31/2008 | P | 400 | <u>A</u> <u>(2)</u> | \$ 11.43 | 267,367 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 07/31/2008 | P | 160 | <u>A</u> <u>(2)</u> | \$ 11.46 | 267,527 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 07/31/2008 | P | 17 | <u>A</u> <u>(2)</u> | \$ 11.53 | 267,544 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 10 | <u>A</u> <u>(2)</u> | \$ 11.47 | 267,554 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 2 | <u>A</u> <u>(2)</u> | \$ 11.5 | 267,556 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 250 | <u>A</u> <u>(2)</u> | \$ 11.57 | 267,806 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 100 | <u>A</u> <u>(2)</u> | \$ 11.58 | 267,906 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 100 | <u>A</u> <u>(2)</u> | \$ 11.59 | 268,006 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 100 | <u>A</u> <u>(2)</u> | \$ 11.6 | 268,106 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/01/2008 | P | 300 | <u>A</u> <u>(2)</u> | \$ 11.62 | 268,406 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/04/2008 | P | 50 | <u>A</u> <u>(2)</u> | \$ 11.43 | 268,456 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/04/2008 | P | 10 | <u>A</u> <u>(2)</u> | \$ 11.46 | 268,466 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/04/2008 | P | 2 | <u>A</u> <u>(2)</u> | \$ 11.47 | 268,468 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/04/2008 | P | 100 | <u>A</u> <u>(2)</u> | \$ 11.52 | 268,568 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 08/04/2008 | P | 100 | <u>A</u> <u>(2)</u> | \$ 11.54 | 268,668 | I | Through Pharos I |

| | | | | | | | | |
|-----------------------|------------|---|-----|-----------------|-------------|---------|---|---|
| Shares ⁽¹⁾ | 08/04/2008 | P | 600 | A <u>(2)</u> | \$ 11.63 | 269,268 | I | LLC ⁽³⁾ 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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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/ Joseph Massoud, by James J. Bottiglieri as attorney-in-fact

08/04/2008

**Signature of Reporting Person

Date

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.

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- (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.

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