

BURNS GORDON M

Form 4

December 14, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURNS GORDON M

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)  
12/12/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
See Remark (a)

301 RIVERSIDE  
AVENUE, SECOND FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Series B<br>Preferred<br>Shares <sup>(1)</sup> | 12/12/2018                              |                                                             | P                                       | 3,900 A \$ 19.4                                                         | 3,900                                                                                                              | I                                                                          | By<br>Revocable<br>Trust <sup>(2)</sup>                           |
| Series B<br>Preferred<br>Shares <sup>(1)</sup> | 12/13/2018                              |                                                             | P                                       | 6,350 A \$ 19.4                                                         | 10,250                                                                                                             | I                                                                          | By<br>Revocable<br>Trust <sup>(2)</sup>                           |
| Common<br>Shares <sup>(3)</sup>                | 12/14/2018                              |                                                             | P                                       | 10,000 A \$<br>13.5958 <sup>(4)</sup>                                   | 90,000                                                                                                             | I                                                                          | By<br>Revocable<br>Trust <sup>(2)</sup>                           |
| Common                                         |                                         |                                                             |                                         |                                                                         | 48,617                                                                                                             | D                                                                          |                                                                   |

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Shares <sup>(3)</sup>

|                                 |        |   |                                    |
|---------------------------------|--------|---|------------------------------------|
| Common<br>Shares <sup>(3)</sup> | 49,280 | I | By IRA                             |
| Common<br>Shares <sup>(3)</sup> | 12,987 | I | By Trust<br>Account <sup>(5)</sup> |
| Common<br>Shares <sup>(3)</sup> | 12,824 | I | By Trust<br>Account <sup>(6)</sup> |
| Common<br>Shares <sup>(3)</sup> | 6,195  | I | By Trust<br>Account <sup>(7)</sup> |

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships                    |
|------------------------------------------------------------------------------|----------------------------------|
| BURNS GORDON M<br>301 RIVERSIDE AVENUE<br>SECOND FLOOR<br>WESTPORT, CT 06880 | Director 10% Owner Officer Other |
|                                                                              | See Remark (a)                   |

## Signatures

/s/ Gordon M. Burns, by Carrie W. Ryan and Ryan J. Faulkingham as  
attorneys-in-fact

12/14/2018

\_\_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 Series B Preferred Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one underlying trust preferred interest of Compass Group Diversified Holdings LLC (the "Company") held by the Trust.
- (2) Shares beneficially owned by the Reporting Person through the Gordon M. Burns 2009 Revocable Trust.
- (3) Each Common Share represents one undivided beneficial interest in the Trust property and corresponds to one underlying trust common interest of the Company held by the Trust.  
The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from  
(4) \$13.57 to \$13.60, inclusive. Full information regarding the number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (5) Shares beneficially owned by the Reporting Person through the Talley Burns Executor Trust.
- (6) Shares beneficially owned by the Reporting Person through the Peter Burns Executor Trust.
- (7) Shares beneficially owned by the Reporting Person through the Burns Family Trust.

### Remarks:

(a) Mr. Burns is a Director of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

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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