

Compass Diversified Holdings
Form 4
February 10, 2014

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 *
DAY C SEAN

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)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2014

____ Director
____ Officer (give title below) Other (specify below)
See Remarks (a)

WESTPORT, CT 06880

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount (D) Price			
Shares ⁽¹⁾	02/06/2014		J ⁽²⁾	29,640	D	\$ 0 124,537	I	By Grantor Retained Annuity Trust ⁽³⁾
Shares ⁽¹⁾	02/06/2014		J ⁽²⁾	29,640	A	\$ 0 295,986	D	
Shares ⁽¹⁾	02/07/2014		J ⁽⁴⁾	86,877	D	\$ 0 37,660	I	By Grantor Retained Annuity Trust ⁽³⁾
Shares ⁽¹⁾	02/07/2014		J ⁽⁴⁾	86,877	A	\$ 0 246,105	I	By

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- (3) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2009 GRAT #4.
- (4) The securities were transferred by the Reporting Person from Christopher Sean Day 2009 GRAT #4 to the Day Family 2007 Irrevocable Trust.
- (5) Shares beneficially owned by the Reporting Person through the Day Family 2007 Irrevocable Trust.

Remarks:

a) Mr. Day is Chairman of the Board of Directors 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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