

DAY C SEAN
Form 4
May 22, 2013

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

(Last) (First) (Middle)
SIXTY ONE WILTON ROAD, SECOND FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2013

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 Following 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	(A) or (D)	Price		
Shares ⁽¹⁾	05/21/2013		J ⁽²⁾		76,387	D	\$ 0 127,228	I	By Grantor Retained Annuity Trust ⁽³⁾
Shares ⁽¹⁾	05/21/2013		J ⁽⁴⁾		127,228	D	\$ 0 0	I	By Grantor Retained Annuity Trust ⁽³⁾
Shares ⁽¹⁾	05/21/2013		J ⁽²⁾		76,387	A	\$ 0 262,377	D	
Shares ⁽¹⁾	05/21/2013		J ⁽⁴⁾		127,228	A	\$ 0 159,228	I	By

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 securities were transferred by the Reporting Person from Christopher Sean Day 2010 GRAT #7 to C. Sean Day, individually.
- (3) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2010 GRAT #7.
- (4) The securities were transferred by the Reporting Person from the Christopher Sean Day 2010 GRAT #7 to the Day Family 2007 Irrevocable Trust.
- (5) Shares beneficially owned by the Reporting Person through the Day Family 2007 Irrevocable Trust.
- (6) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2009 GRAT #4.

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.

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.