



November 11, 2014

Compass Diversified Holdings Announces Pricing of 6.0 Million Share Offering

WESTPORT, Conn., Nov. 11, 2014 /PRNewswire/ -- Compass Diversified Holdings (NYSE: CODI), announced today that it has priced a public offering of 6,000,000 trust shares at a price of \$17.50 per share. CODI expects to receive approximately \$105.0 million of gross proceeds from the offering. The underwriters will have a 30-day option to purchase up to an additional 900,000 trust shares from CODI. CODI will use the net proceeds from the offering to repay a portion of the outstanding balance of its revolving credit facility. The closing is expected to occur on or about November 14, 2014, subject to customary closing conditions.

BofA Merrill Lynch, Morgan Stanley and Jefferies are the joint book-running managers on the offering, with BB&T Capital Markets, a division of BB&T Securities, LLC, CJS Securities, Janney Montgomery Scott LLC, Raymond James and William Blair acting as co-managers. A copy of the final prospectus relating to the offering may be obtained (when available) from the following address:

BofA Merrill Lynch

Attn: Prospectus Department

222 Broadway

New York, NY 10038

Email: dq.prospectus_requests@baml.com

Morgan Stanley

Attn: Prospectus Dept.

180 Varick Street, 2nd Floor

New York, NY 10014

Jefferies

Attn: Equity Syndicate Prospectus Department

520 Madison Avenue, 2nd Floor

New York, NY 10022

Email: Prospectus_Department@Jefferies.com

Telephone: 877-547-6340

The offering was made pursuant to an effective shelf registration statement and prospectus filed by CODI with the Securities and Exchange Commission ("SEC"). You may obtain copies of the registration statement and the final prospectus for free when they are available by visiting EDGAR on the SEC web site at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

About Compass Diversified Holdings ("CODI")

CODI owns and manages a diverse family of established North American middle market businesses. Each of its current subsidiaries is a leader in its niche market.

CODI maintains controlling ownership interests in each of its subsidiaries in order to maximize its ability to impact long term cash flow generation and value. The Company provides both debt and equity capital for its subsidiaries, contributing to their financial and operating flexibility. CODI utilizes the cash flows generated by its subsidiaries to invest in the long-term growth of the Company and to make cash distributions to its shareholders.

Our nine majority-owned subsidiaries are engaged in the following lines of business:

- | The manufacture of quick-turn, prototype and production rigid printed circuit boards (**Advanced Circuits**);
- | The design and manufacture of promotionally priced upholstered furniture (**American Furniture Manufacturing**);
- | The design and manufacture of medical therapeutic support surfaces and other wound treatment devices (**Anodyne Medical Device**, also doing business and known as **Tridien Medical**);
- | The manufacture of engineered magnetic solutions for a wide range of specialty applications and end-markets (**Arnold Magnetic Technologies**);
- | The design and manufacture of personal hydration products for outdoor, recreation and military use (**CamelBak Products**);
- | Environmental services for a variety of contaminated materials including soils, dredged material, hazardous waste and drill cuttings (**Clean Earth**);

- | The design and marketing of wearable baby carriers, strollers and related products (**Ergobaby**);
- | The design and manufacture of premium home and gun safes (**Liberty Safe**); and
- | The manufacture and marketing of portable food warming fuel and creative table lighting solutions for the foodservice industry (**SternoCandleLamp**).

In addition, we own approximately 41% of the common stock of Fox Factory Holding Corp. ("FOX", Nasdaq: FOXF), a former subsidiary business that completed its initial public offering in August 2013. FOX designs and manufactures high-performance suspension products primarily for mountain bikes, side-by-side vehicles, on-road and off-road vehicles and trucks, all-terrain vehicles, snowmobiles, specialty vehicles and applications, and motorcycles.

This press release may contain certain forward-looking statements, including statements with regard to the future performance of CODI. Words such as "believes," "expects," "projects," and "future" or similar expressions, are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements, and some of these factors are enumerated in the risk factor discussion in the Form 10-K filed by CODI with the SEC for the year ended December 31, 2013, the Form 10-Q filed by CODI with the SEC for the quarter ended September 30, 2014 and other filings with the SEC. CODI undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SOURCE Compass Diversified Holdings

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