

Item 8.01 Other Events

As previously announced, on March 7, 2017, Fox Factory Holding Corp. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Underwriter”), Compass Group Diversified Holdings LLC (“Compass”) and Robert C. Fox, Jr. (“Mr. Fox”), as selling stockholders. Pursuant to the Underwriting Agreement, Compass agreed to sell 5,108,718 shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”), owned or beneficially held by Compass (the “Offering Shares”), to the Underwriter at a price of \$26.65 per share, and Mr. Fox granted the Underwriter an over-allotment option to purchase up to 465,657 shares of the Company’s Common Stock owned by Mr. Fox (the “Option Shares”), at a price of \$26.65 per share. The sale of the Offering Shares pursuant to the Underwriting Agreement closed on March 13, 2017.

On March 15, 2017, Mr. Fox received notice from the Underwriter that it had exercised in full the over-allotment option it held pursuant to the Underwriting Agreement to purchase the Option Shares. The sale of the Option Shares pursuant to the Underwriting Agreement closed on March 20, 2017. The Company did not receive any proceeds from the sale of the Offering Shares by Compass or the Option Shares by Mr. Fox.

A copy of the legal opinion and consent of Squire Patton Boggs (US) LLP relating to the Option Shares sold by Mr. Fox is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits

d) Exhibits

The following exhibits are filed herewith:

Exhibit Description

- 5.1 Opinion of Squire Patton Boggs (US) LLP as to the legality of the securities.
 - 23.1 Consent of Squire Patton Boggs (US) LLP (included in Exhibit 5.1).
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fox Factory Holding Corp.

Date: March 20, 2017 By: /s/ ZVI GLASMAN

Zvi Glasman

Chief Financial Officer and Treasurer