CommScope Holding Company, Inc.

Form 4

February 27, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

may continue. See Instruction 1(b).

obligations

(Print or Type Responses)

Common

Stock

02/24/2017

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **OLSON MARK A** Issuer Symbol CommScope Holding Company, Inc. (Check all applicable) [COMM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O COMMSCOPE HOLDING 02/23/2017 EVP and CFO COMPANY, INC.,, 1100 COMMSCOPE PLACE, SE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HICKORY, NC 28602 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership (Instr. 4) Following Indirect (I) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Α 02/23/2017 18,540 \$0 55,321 D A (1) Stock Common 02/23/2017 F 2,341 D 52,980 D Stock Common 02/24/2017 8,464 61,444 D A (2) Stock

F

3,742

57,702 (3)

D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ation Date Amou		int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date		of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Keborung Owner Name / Address	

Director 10% Owner Officer Other

OLSON MARK A C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602

EVP and CFO

Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney

02/27/2017

**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).
- On February 23, 2016, the reporting person was granted 16,038 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were exceeded, resulting in a total of 18,540 performance share units earned. The performance share units will vest ratably on 02/23/2018 and 02/23/2019, subject to the reporting person's continued employment with the issuer.
- (2) On February 24, 2015, the reporting person was granted 10,837 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were met at a level between threshold and target, resulting in a total of 8,464 performance share units earned. 4,231 performance share units vested on the date shown, and the balance of 4,233 performance share units will vest on 02/24/2018, subject to the reporting

Reporting Owners 2

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person's continued employment with the issuer.

Includes (a) 10,692 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (b) 3,613 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (c) 18,540 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (d) 4,233 performance share units that were earned on 02/24/2017 and will vest on 02/24/2018, each subject to the reporting person's continued employment with the issuer.

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.