

CommScope Holding Company, Inc.

Form 4

March 20, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Marvin S Jr

2. Issuer Name and Ticker or Trading
Symbol
CommScope Holding Company, Inc.
[COMM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O COMMScope HOLDING
COMPANY, INC., 1100
COMMScope PLACE, SE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

HICKORY, NC 28602

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/16/2017		M ⁽¹⁾	3,800 A	\$ 5.74 280,834 ⁽²⁾	D	
Common Stock	03/16/2017		S ⁽¹⁾	3,800 D	\$ 40.0309 ⁽³⁾ 277,034 ⁽²⁾	D	
Common Stock	03/20/2017		M ⁽¹⁾	96,200 A	\$ 5.74 373,234 ⁽²⁾	D	
Common Stock	03/20/2017		S ⁽¹⁾	96,200 D	\$ 40.0441 ⁽³⁾ 277,034 ⁽²⁾	D	

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(4)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74	03/16/2017		M ⁽¹⁾	3,800	02/17/2016	01/26/2021	Common Stock	3,800
Stock Option (Right to Buy)	\$ 5.74	03/20/2017		M ⁽¹⁾	96,200	02/17/2016	01/26/2021	Common Stock	96,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Marvin S Jr C/O COMMScope HOLDING COMPANY, INC., 1100 COMMScope PLACE, SE HICKORY, NC 28602	X		President and CEO	

Signatures

/s/Michael D. Coppin, under a Power of
Attorney

03/20/2017

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).

- (1) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2016.

As previously reported, includes (a) 35,641 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (b) 13,510 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (c) 61,801 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; (d) 15,827 performance share units that were earned on 02/24/2017 and will vest on 02/24/2018; and (e) 61,452 restricted stock units that were granted on 02/27/2017 and will vest in three equal installments on 02/27/2018, 02/27/2019 and 02/27/2020; each subject to the reporting person's continued employment with the issuer.

- (3) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$40.01 to \$40.11. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

- (4) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$40.00 to \$40.18. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

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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