

CommScope Holding Company, Inc.  
Form 8-K  
March 31, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 27, 2014**

**COMMSCOPE HOLDING COMPANY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36146**  
**(Commission**

**File Number)**

**27-4332098**  
**(IRS Employer**

**Identification No.)**

**1100 CommScope Place, SE, Hickory, North Carolina**

**28602**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (828) 324-2200**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On March 27, 2014, CommScope Holding Company, Inc. (the Company), an affiliate of The Carlyle Group (the Selling Stockholder) and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in the underwriting agreement (the Underwriters), entered into an underwriting agreement (the Underwriting Agreement), pursuant to which the Selling Stockholder agreed to sell to the Underwriters, and the Underwriters agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, 17,500,000 shares of the Company's common stock ( shares). In addition, pursuant to the Underwriting Agreement, the Selling Stockholder granted the Underwriters an option, exercisable within 30 days, to purchase up to an additional 2,625,000 on the same terms and conditions.

A copy of the Underwriting Agreement has been attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such Exhibit.

**Item 7.01 Regulation FD Disclosure.**

On March 28, 2014, the Underwriters elected to exercise their option to purchase 2,625,000 additional shares from the Selling Stockholder in full pursuant to the terms of the Underwriting Agreement. The Company will not receive any of the proceeds from the exercise of the option to purchase additional shares by the Underwriters.

The foregoing information is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Safe Harbor Statement**

The statements in this release state the Company's and management's intentions, beliefs, expectations or projections of the future and are forward-looking statements. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit

Number:	Description
1.1	Underwriting Agreement, dated March 27, 2014, by and among CommScope Holding Company, Inc., an affiliate of The Carlyle Group, J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.

**SIGNATURES**

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.

CommScope Holding Company, Inc.

**Date: March 31, 2014**

**By:** /s/ Frank B. Wyatt, II  
**Name:** Frank B. Wyatt, II  
Senior Vice President, General Counsel and  
**Title:** Secretary

**EXHIBIT INDEX**

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