CommScope Holding Company, Inc.
Form 424B1
June 13, 2014

Filed Pursuant to Rule 424(b)(1)
Registration Nos. 333-196467 and 333-196715

PROSPECTUS

17,500,000 Shares

CommScope Holding Company, Inc.

Common Stock

The selling stockholder named in this prospectus, an affiliate of The Carlyle Group, or Carlyle, is offering 17,500,000 shares of our common stock in this offering. We will not receive any proceeds from the sale of our common stock by the selling stockholder.

Our common stock is listed on the NASDAQ Global Select Market, or Nasdaq, under the symbol COMM. On June 12, 2014, the closing sale price of our common stock as reported on Nasdaq was $23.63 per share.

Investing in the common stock involves risks that are described in the Risk Factors section beginning on page 18 of this prospectus.

	Per Share	Total
Public offering price	$ 23.00	$ 402,500,000
Underwriting discount(1)	$ 0.8625	$ 15,093,750
Proceeds, before expenses, to the selling stockholder	$ 22.1375	$ 387,406,250

(1) We have agreed to reimburse the underwriters for certain expenses in connection with this offering. In addition, upon completion of this offering, we will pay a fee for certain financial consulting services to a broker-dealer not part of the underwriting syndicate. See Underwriting.

The underwriters may also purchase up to an additional 2,625,000 shares from the selling stockholder, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus. We will not receive any of the proceeds from the sale of shares by the selling stockholder in this offering, including from any exercise by the underwriters of their option to purchase additional shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about June 18, 2014.

J.P. Morgan **Deutsche Bank Securities** **BofA Merrill Lynch**

Barclays **Credit Suisse** **Goldman, Sachs & Co.** **Jefferies**

Morgan Stanley **RBC Capital Markets** **Wells Fargo Securities**

Allen & Company LLC **Evercore** **Raymond James**

Mizuho Securities **SMBC Nikko**

Drexel Hamilton

The date of this prospectus is June 12, 2014.

TABLE OF CONTENTS

We are responsible for the information contained in this prospectus and in any related free-writing prospectus we prepare or authorize. We and the selling stockholder have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. The selling stockholder is offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information in this document may only be accurate on the date of this document, regardless of its time of delivery or of any sales of shares of our common stock. Our business, financial condition, results of operations or cash flows may have changed since such date.

MARKET AND INDUSTRY DATA

This prospectus includes estimates regarding market and industry data and forecasts, which are based on publicly available information, industry publications and surveys, reports from government agencies, reports by market research firms and our own estimates based on our management s knowledge of and experience in the market sectors in which we compete. The Gartner report described herein represents data, research, opinions or viewpoints published, as part of a syndicated subscription service, by Gartner, Inc. and are not representations of fact. Each Gartner report speaks as of its original publication date (and not as of the date of this prospectus) and the opinions expressed in such report are subject to change without notice.

TRADEMARKS

We own or otherwise have rights to the trademarks, copyrights and service marks, including those mentioned in this prospectus, used in conjunction with the marketing and sale of our products and services. This prospectus includes trademarks, such as CommScope, Andrew, SYSTIMAX and Uniprise, which are protected under applicable intellectual property laws and are our property and/or the property of our subsidiaries. This prospectus also contains trademarks, service marks, copyrights and trade names of other companies, which are the property of their respective owners. We do not intend our use or display of other companies trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Solely for convenience, our trademarks and tradenames referred to in this prospectus may appear without the ® or symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and tradenames.

OUR INITIAL PUBLIC OFFERING

In October 2013, we issued and sold 30,769,230 shares of our common stock and Carlyle sold 10,913,983 shares of our common stock at a price of $15.00 per share in our initial public offering, or the IPO. Upon the completion of the IPO, our common stock was listed on Nasdaq under the symbol COMM.

SECONDARY OFFERING

On April 2, 2014, we closed a secondary public offering, in which Carlyle sold 17,500,000 shares of our common stock at a price of $22.00 per share. In addition, the underwriters exercised their option to purchase 2,625,000 additional shares of our common stock from Carlyle. We did not receive any proceeds from the sale of shares of our common stock by Carlyle.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. You should read this entire prospectus and should consider, among other things, the matters set forth under Risk Factors, Selected Historical Financial Information and Management s Discussion and Analysis of Financial Condition and Results of Operations, and our financial statements and related notes thereto appearing elsewhere in this prospectus before making your investment decision.

On January 14, 2011, CommScope Holding Company, Inc. acquired the equity of CommScope, Inc. through the merger of Cedar I Merger Sub, Inc. with and into CommScope, Inc., which is referred to herein as the Acquisition. We refer to the Acquisition and the financing thereof as the Acquisition Transactions. CommScope, Inc., a Delaware corporation, is a direct wholly owned subsidiary of CommScope Holding Company, Inc., or CommScope Holdings, a Delaware corporation. References herein to the Company, we, us, our and our company refer to (i) CommScope, Inc. and its consolidated subsidiaries prior to the Acquisition and (ii) CommScope Holding Company, Inc. and its consolidated subsidiaries following the Acquisition. References herein to the LTM Period refer to our unaudited results for the twelve months ended March 31, 2014. References herein to the financial measures Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS refer to financial measures that do not comply with generally accepted accounting principles in the United States, or U.S. GAAP. For information about how we calculate Adjusted Operating Income, Adjusted Net Income, Adjusted EBITDA and Adjusted EPS, see Note 6 to the table under the heading Summary Historical Audited and Unaudited Consolidated Financial Information.

CommScope Overview

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help our customers solve communications challenges by providing critical radio frequency, or RF, solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions. Demand for our offerings is driven by the rapid growth of data traffic and need for bandwidth from the continued adoption of smartphones, tablets, machine-to- machine communication and the proliferation of data centers, Big Data, cloud-based services and streaming media content. Our solutions are built upon innovative RF technology, service capabilities, technological expertise and intellectual property, including approximately 2,600 patents and patent applications worldwide. We have a team of approximately 14,500 people to serve our customers in over 100 countries through a network of more than 20 world-class manufacturing and distribution facilities strategically located around the globe.

The following table sets forth our solutions, key products and services and global leadership positions across our Wireless, Enterprise and Broadband segments.

Our customers include substantially all of the leading global wireless operators as well as thousands of enterprise customers, including many Fortune 500 enterprises, and leading cable television providers or multi-system operators, or MSOs, which we serve both directly and indirectly. Major customers and distributors include companies such as Anixter International Inc., or Anixter, AT&T Inc., Ooredoo, Verizon Communications Inc., Ericsson Inc., Alcatel-Lucent SA, Graybar Electric Company Inc., Comcast Corporation, T-Mobile US, Inc. and Huawei Technologies Co., Ltd.

Our market leadership, as well as our diversified customer base, market exposure and product and geographic mix, provide a strong and resilient business model with strong cash flow generation. In 2013, we generated net sales of $3,480.1 million, net income of $19.4 million, Adjusted Operating Income of $620.1 million and Adjusted Net Income of $262.1 million. During the LTM Period, we generated net sales of $3,610.5 million, net income of $68.0 million, Adjusted Operating Income of $679.8 million and Adjusted Net Income of $302.4 million, and our net sales were 58% from North America, 20% from the Europe, Middle East and Africa, or EMEA, region, 15% from the Asia and Pacific, or APAC, region and 7% from the Central and Latin America, or CALA, region.

Product Summary

Our product and solution offerings include:

Cell site solutions: Our cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, power amplifiers, filters and backup power solutions, including fuel cells.

Small cell DAS solutions: Our small cell distributed antenna systems, or DAS, solutions are primarily composed of distributed antenna systems that allow wireless operators to increase spectral efficiency, thereby extending and enhancing cellular coverage and capacity in challenging network conditions.

Intelligent enterprise infrastructure solutions: Our Enterprise solutions include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

Data center solutions: We have complemented our leading physical layer solution offerings with the addition of iTRACS, LLC, or iTRACS, a leading provider of data center infrastructure management, or DCIM, software, with unique network intelligence capabilities.

Broadband MSO solutions: We provide a broad portfolio of cable solutions including fiber-to-the-home equipment and headend solutions for MSOs.

Industry Background

We participate in the large and growing global market for connectivity and essential communications infrastructure. This market is being driven by the growth in bandwidth demand associated with the continued adoption of smartphones, tablets, machine-to-machine communication and the proliferation of data centers, Big Data, cloud-based services and streaming media content.

Carrier Investments in 4G Wireless Infrastructure

Wireless operators have started deploying LTE globally and are making the necessary wireless infrastructure investments to accommodate the growing demand for next-generation mobile communication services. A December 2013 Gartner, Inc. report estimates that mobile infrastructure spending for LTE was $5.9 billion worldwide in 2012 and is forecasted to reach $28.8 billion by 2016, a compound annual growth rate, or CAGR, of 49%.

Small Cell Distributed Antenna Systems Enhance and Expand Wireless Coverage and Capacity

As traditional macro cell sites reach capacity limitations in congested urban areas and a growing amount of wireless data traffic originates inside buildings and other structures, wireless operators are increasingly using small cell DAS solutions to cost effectively improve network coverage and capacity in dense urban areas, transportation hubs, stadiums, tunnels and inside buildings. Industry sources have estimated that at peak usage, 50% of mobile data is carried by only 15% of the macro cell sites creating significant stress on mobile network capacity. In addition, a 2012 Cisco Systems, Inc. report estimated that close to 80% of mobile data usage worldwide is indoors and nomadic. As a result, wireless operators view in-building coverage as a critical component of their network deployment strategies.

Growth in Data Center Spending

Organizations are increasingly investing in data centers to meet the increase in demand for computing power and improved network performance. An increase in average data center size and the number of assets in a data center significantly raises the total cost of ownership and the complexity of managing data center infrastructure. Data center operators strive to manage their resources efficiently by monitoring all elements within the data center. DCIM software helps operators improve operational efficiency, maximize capability and reduce costs by providing clear insight into cooling capacity, power usage, utilization, applications and overall performance. According to a 2013 IDC report, the global DCIM market is estimated to grow from $335 million in 2012 to $829 million in 2017, representing a CAGR of 20%.

Transition to Intelligent Buildings

Business enterprises are managing the proliferation of wireless devices, the impact of cloud computing and emergence of wireless and wired business applications. This increasing complexity creates the need for infrastructure to support growing bandwidth requirements, in-building cellular coverage and capacity and software that monitors the physical layer. These enterprises are also investing in common communications and building automation systems to enhance energy efficiency, improve productivity and increase comfort.

Our Segments

We serve our customers through three operating segments: Wireless, Enterprise and Broadband. Net revenue is distributed amongst the three segments as follows:

	Year ended December 31,			Three months ended March 31,		Twelve months ended
	2011(1)	2012	2013	2013	2014	March 31, 2014
Wireless	55.8%	57.7%	62.5%	61.7%	67.1%	63.8%
Enterprise	27.5	25.5	23.7	23.8	21.5	23.2
Broadband	16.7	16.8	13.8	14.5	11.4	13.0
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

(1) The Predecessor period of January 1 January 14, 2011 and Successor period of January 15 December 31, 2011 have been combined for presentation of 2011 results. See Notes to the Consolidated Financial Statements included elsewhere in this prospectus for further information on the Predecessor and Successor periods.

3

Wireless

We are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions to enable carriers 2G, 3G and 4G networks. As used in this prospectus, the merchant RF wireless network connectivity solutions and small cell distributed antenna systems solutions market refers to the market for transmission hardware and equipment used in wireless networks (generally referred to as the physical layer) and includes cables, connectors, base station and microwave antennas, amplifiers, filters and other physical-layer equipment. It does not include radios or core radio access networks and related software. Our solutions, marketed primarily under the Andrew Corporation, or Andrew, brand, enable wireless operators to deploy both macro cell sites and small cell DAS solutions to meet coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Our small cell DAS solutions are primarily comprised of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

Enterprise

We are the global leader in enterprise connectivity solutions for data centers and commercial buildings, composed of voice, video, data and converged solutions that support mission-critical, high-bandwidth applications, including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

We complemented our leading physical layer offerings through two business acquisitions during 2013. We acquired iTRACS to complement our data center offerings. We also acquired Redwood Systems, Inc., or Redwood Systems, a provider of advanced LED lighting control and high-density sensor solutions, which complements our in-building cellular and intelligent building solutions.

Broadband

We are a global leader in providing cable and communications products that support the multichannel video, voice and high-speed data services provided by MSOs. We believe we are the leading global manufacturer of coaxial cable for Hybrid Fiber Coaxial, or HFC, networks and a leading supplier of fiber optic cable for North American MSOs.

Competitive Strengths

We believe the following competitive strengths have been instrumental to our success and position us well for future growth and strong financial performance.

Global Market Leadership Position

We are a global leader in connectivity and essential infrastructure solutions for communications networks, and we believe we hold leading market positions across each of our three segments.

Global Scale and Manufacturing Footprint

Our global manufacturing footprint gives us significant scale within our addressable market. Our manufacturing and distribution facilities are strategically located to optimize service levels and product delivery times. We believe our scale and stability make us an attractive strategic partner to our large global customers.

Differentiated Solutions Supported by Ongoing Innovation and Significant Proprietary IP

Our integrated solutions for wireless, enterprise and broadband networks are differentiated in the marketplace and are a significant global competitive advantage. We have invested more than $100 million in research and development in each of the last five years. We have also added IP and innovation through acquisitions, such as Argus Technologies, or Argus, which enhanced our next-generation base station antenna technology, iTRACS and Redwood Systems. We provide the following benefits as a result of our superior technology:

- integrated solutions;
- strong design capabilities and technology know-how; and
- significant proprietary IP.

Established Sales Channels and Customer Relationships

We serve customers in over 100 countries and have become a trusted advisor to many of them through our industry expertise, quality, technology and long-term relationships. Our 600-person sales force and channel partner relationships give us extensive reach and distribution capabilities to customers globally.

Proven Management Team with Record of Operational Excellence and Successful M&A Integration

Our senior management team has an average of more than 20 years of experience in connectivity solutions for the communications infrastructure industry. We have a history of strong operating cash flow and have generated approximately $1.4 billion in aggregate operating cash flow over the last five fiscal years. We also have a history of successful M&A integration, having completed both large and small acquisitions and successfully integrating them into our business to enhance our market position and expand our capabilities.

Our Strategy

We plan to capitalize on the combined growth in our end markets and leverage our leading position in each of our segments. The key elements of the strategy are to:

Continue Product Innovation

We plan to build on our legacy of innovation and on our worldwide portfolio of patents and patent applications by continuing to invest in research and development.

Enhance Sales Growth

We intend to generate growth opportunities by:

- offering existing products and solutions into new geographies;
- cross-selling our offerings into new markets;
- continuing to drive solutions offerings; and
- making strategic acquisitions.

Continue to Enhance Operational Efficiency and Cash Flow Generation

We continuously pursue opportunities to optimize our resources and reduce manufacturing costs by executing strategic initiatives aimed at improving our operating performance and lowering our cost structure.

Risks Related to Our Business

Investing in our common stock involves substantial risk. You should carefully consider all of the information in this prospectus prior to investing in our common stock. There are several risks related to our business that are described under Risk Factors elsewhere in this prospectus. Among these important risks are the following:

- capital spending cycles of our customers;
- risks related to our substantial indebtedness;
- our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments and changing customer needs;
- our participation in markets that are competitive;
- general economic and industry conditions;

the concentration of our net sales in our top customers and the loss of any one of these;

our ability to realize benefits from acquisitions;

our ability to maintain cost controls;

Carlyle s ability to control our common stock; and

other risks and uncertainties, including those listed under the caption Risk Factors.

Our Current Corporate Structure

* Based on 186,199,035 shares of common stock outstanding as of March 31, 2014.

(1) Issuer of CommScope Holding s 6.625% / 7.375% Senior PIK Toggle Notes due 2020, or the 2020 Notes. As of March 31, 2014, we had $550.0 million in aggregate principal amount of the 2020 Notes outstanding. CommScope Holding guarantees CommScope, Inc. s senior secured credit facilities, or our senior secured credit facilities, but not CommScope, Inc. s $650.0 million aggregate principal amount of 5.000% Senior Notes due 2021 and $650.0 million aggregate principal amount of 5.500% Senior Notes due 2024, collectively the New Notes.

(2) CommScope, Inc. is the borrower under our senior secured credit facilities consisting of (a) a senior secured first lien term loan facility consisting of $348.3 million outstanding under a tranche maturing January 2017 and $522.4 million outstanding under a tranche maturing January 2018, or our term loan facility, and (b) a $400.0 million senior secured asset-based revolving credit facility maturing January 2017, or our revolving credit facility. As of March 31, 2014, there were no outstanding borrowings under our revolving credit facility and $55.0 million of outstanding letters of credit. As of March 31, 2014, we had $345.0 million of availability under our revolving credit facility, which borrowing capacity depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders discretionary ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally increase borrowing availability. CommScope, Inc. was also the issuer of $1,100 million in aggregate principal amount of outstanding 8.25% Senior Notes due 2019 Notes, or the 2019 Notes, which were satisfied and discharged on May 30, 2014, see Recent Developments, and is the issuer of the New Notes.

Recent Developments

Senior Notes Offering

On May 30, 2014, CommScope, Inc. consummated an offering of $650.0 million aggregate principal amount of 5.000% Senior Notes due 2021, or the 2021 Notes, and $650.0 million aggregate principal amount of 5.500% Senior Notes due 2024, or the 2024 Notes, in reliance on the exemption from registration provided by Rule 144A under the Securities Act of 1933, as amended, or the Securities Act, to qualified institutional buyers and to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act.

Satisfaction and Discharge of the 2019 Notes Indenture

On May 30, 2014, concurrently with the consummation of the offering of the New Notes, we satisfied and discharged the indenture governing the 2019 Notes, or the 2019 Notes Indenture, by irrevocably depositing with the trustee funds for the benefit of the holders of the 2019 Notes that will be sufficient to redeem on June 16, 2014 the entire outstanding amount of 2019 Notes at a rate of $1,041.25 for each $1,000 in principal amount of 2019 Notes plus accrued and unpaid interest on such notes to but not including the redemption date, plus a make whole amount. We refer to the satisfaction and discharge of the 2019 Notes Indenture as the 2019 Notes Discharge.

Our Principal Stockholder

Our principal stockholder is Carlyle-CommScope Holdings, L.P., an entity controlled by Carlyle.

Founded in 1987, Carlyle is a global alternative asset manager and one of the world s largest global private equity firms with approximately $189 billion of assets under management across 118 funds and 106 fund of funds vehicles as of December 31, 2013. Carlyle invests across four segments Corporate Private Equity, Real Assets, Global Market Strategies and Solutions in Africa, Asia, Australia, Europe, the Middle East, North America and South America. Carlyle has expertise in various industries, including aerospace, defense & government services, consumer & retail, energy, financial services, healthcare, industrials & transportation, technology & business services and telecommunications & media. Carlyle employs more than 1,500 employees, including more than 700 investment professionals, in 34 offices across six continents.

Carlyle is one of the leading private equity investors in the technology, business services and communications sectors, having completed more than 180 total transactions representing over $13 billion in gross equity invested since inception. Relevant current and former investments include SS&C Technologies (a leading provider of highly specialized proprietary software and software-enabled outsourcing solutions for the financial services industry), OpenLink Financial (a leading provider of cross-asset trading, risk management and related portfolio management software solutions for the commodity, energy and financial services markets globally), Insight Communications Company (previously the ninth largest cable operator in the United States), Syniverse Technologies (leading provider of technology and business services to mobile telecommunications industry) and Com Hem (the largest cable television operator in Sweden). Carlyle s industry expertise and global resources will continue to support the on-going growth initiatives already underway at CommScope.

Company Information

CommScope Holding Company, Inc. was incorporated in Delaware on October 22, 2010. Our principal executive offices are located at 1100 CommScope Place, SE, Hickory, North Carolina 28602, our telephone number is (828) 324-2200, and our website is www.commscope.com. Information on, or accessible through, our website is not part of this prospectus, nor is such content incorporated by reference herein.

The Offering

Common stock offered by the selling stockholder	17,500,000 shares
Selling stockholder	The selling stockholder in this offering is Carlyle. See Principal and Selling Stockholders.
Common stock outstanding after this offering	186,199,035 shares (1)
Option to purchase additional shares	The selling stockholder has granted the underwriters a 30-day option from the date of this prospectus to purchase up to an additional 2,625,000 shares of our common stock at the public offering price, less underwriting discounts and commissions.
Use of proceeds	We will not receive any proceeds from the sale of shares of our common stock offered by the selling stockholder in this offering, including from any exercise by the underwriters of their option to purchase additional shares.
Nasdaq symbol	COMM
Risk factors	See Risk Factors beginning on page 18 of this prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.

(1) The number of shares of our common stock to be outstanding after completion of this offering is based on 186,199,035 shares outstanding as of March 31, 2014, which includes 17,500,000 shares to be sold by the selling stockholder (or 20,125,000 shares if the underwriters exercise their option to purchase additional shares in full) and excludes:

11,268,390 shares of common stock issuable upon the exercise of options outstanding at a weighted average exercise price of $7.26 per share;

share units that could, at our option, be settled with 579,506 shares of common stock (assuming a per share price at the time of settlement of $24.68, which was the closing price of our common stock on March 31, 2014) in lieu of cash to settle $14.3 million owed by us under outstanding share units as of March 31, 2014; and

- 17,815,461 shares of common stock reserved for issuance under our 2013 Long-Term Incentive Plan, or the 2013 Plan, including 370,733 restricted stock units that were outstanding as of March 31, 2014.

Unless we specifically state otherwise, all information in this prospectus assumes no exercise of the option to purchase additional shares by the underwriters.

Summary Historical Audited and Unaudited Consolidated Financial Information

The following table sets forth our summary historical audited and unaudited consolidated financial information for the periods and dates indicated. The balance sheet data as of December 31, 2013 and 2012 and the statements of operations and cash flow data for the years ended December 31, 2013, 2012 and 2011 have been derived from the audited consolidated financial statements of our business included elsewhere in this prospectus. The balance sheet data as of December 31, 2011 has been derived from the audited consolidated financial statements of our business not included in this prospectus. The balance sheet data as of March 31, 2014 and the statements of operations and cash flow data for the three-month periods ended March 31, 2014 and 2013, have been derived from the unaudited interim consolidated financial statements of our business included elsewhere in this prospectus. The balance sheet data as of March 31, 2013 has been derived from the unaudited consolidated financial statements of our business not included in this prospectus. The unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of our management, include all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the information set forth herein. Interim financial results are not necessarily indicative of results that may be expected for the full fiscal year or any future reporting period.

On January 14, 2011, funds affiliated with Carlyle completed the Acquisition. Under the terms of the Acquisition, CommScope, Inc. became a wholly owned subsidiary of CommScope Holding Company, Inc. As a result of the application of acquisition accounting, the assets and liabilities of CommScope, Inc. were adjusted to their estimated fair values as of the closing date of the Acquisition. Accordingly, elsewhere in this prospectus, financial information is presented separately for Predecessor and Successor accounting periods, which relate to the accounting periods preceding and succeeding the completion of the Acquisition. See Selected Historical Financial Information and our financial statements and related notes thereto included elsewhere in this prospectus.

We have presented the combined financial data for the period from January 1 to December 31, 2011 by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011. The combined financial data for this period do not comply with U.S. GAAP and are not intended to represent what our operating results would have been if the Acquisition Transactions had occurred at the beginning of the period because the periods combined are under two different bases of accounting as a result of the Acquisition. However, we have presented this combined data because we believe it is useful for our investors for the purposes of comparing our results of operations and cash flow data from period to period.

We have also presented summary unaudited consolidated financial data for the twelve-month period ended March 31, 2014, which does not comply with U.S. GAAP (this period is referred to elsewhere in this prospectus as the LTM Period). This data has been calculated by subtracting the unaudited statements of operations and cash flow data for the three-month period ended March 31, 2013 from the audited statements of operations and cash flow data for the year ended December 31, 2013 and then adding the unaudited statements of operations and cash flow data for the three-month period ended March 31, 2014 included elsewhere in this prospectus. We have presented this financial data because we believe it provides our investors with useful information to assess our recent performance.

ollars and shares in thousands, except per share ta)	Year ended December 31, 2011(1)	2012	2013	Three months ended March 31, 2013	2014	Twelve months ended March 31 2014
tement of operations data:						
t sales	$ 3,275,462	$ 3,321,885	$ 3,480,117	$ 804,689	$ 935,036	$ 3,610,46
erating costs and expenses:						
st of sales	2,445,110	2,261,204	2,279,177	539,615	597,325	2,336,88
ling, general and administrative	581,474	461,149	502,275	108,982	113,028	506,32
search and development	118,181	121,718	126,431	29,950	31,870	128,35
nortization of purchased intangible assets(2)	174,348	175,676	174,887	43,280	44,298	175,90
structuring costs, net(3)	18,724	22,993	22,104	1,803	1,980	22,28
set impairments(4)	126,057	40,907	45,529	5,634		39,89
tal operating costs and expense	3,463,894	3,083,647	3,150,403	729,264	788,501	3,209,64
erating income (loss)	(188,432)	238,238	329,714	75,425	146,535	400,82
her expense, net(5)	(54,345)	(15,379)	(48,037)	(3,441)	(3,195)	(47,79
erest expense	(263,824)	(188,974)	(208,599)	(45,785)	(42,280)	(205,09
erest income	3,826	3,417	3,107	704	1,104	3,50
ome (loss) before income taxes	(502,775)	37,302	76,185	26,903	102,164	151,44
ome tax (expense) benefit	110,413	(31,949)	(56,789)	(11,003)	(37,677)	(83,46
t income (loss)	$ (392,362)	$ 5,353	$ 19,396	$ 15,900	$ 64,487	$ 67,98
rnings (loss) per share:						
sic		$ 0.03	$ 0.12	$ 0.10	$ 0.35	$ 0.4
uted		$ 0.03	$ 0.12	$ 0.10	$ 0.34	$ 0.3
eighted average shares outstanding:						
sic		154,708	160,641	154,881	185,942	168,21
uted		155,517	164,013	156,644	190,922	172,72
lance sheet data (at end of period):						
sh and cash equivalents	$ 317,102	$ 264,375	$ 346,320	$ 266,738	$ 305,188	
operty, plant and equipment, net	407,557	355,212	310,143	342,401	303,364	
tal assets	5,153,189	4,793,264	4,734,055	4,851,640	4,774,088	
tal debt	2,563,004	2,470,770	2,514,552	2,568,649	2,512,639	
tal stockholders equity	1,365,089	1,182,282	1,088,016	1,194,148	1,158,700	
sh flow data:						
t cash provided by (used in):						
erating activities	$ 130,995	$ 286,135	$ 237,701	$ (52,855)	$ (35,489)	$ 255,06
esting activities	(3,171,476)	(35,525)	(63,411)	(37,941)	(5,446)	(30,91
nancing activities	2,655,276	(299,522)	(89,669)	95,214	941	(183,94
pital expenditures	(39,533)	(27,957)	(36,780)	(6,532)	(6,675)	(36,92
n-GAAP financial data:						
justed Operating Income(6)	$ 380,545	$ 501,067	$ 620,096	$ 132,229	$ 191,969	$ 679,83
justed Net Income(6)	130,651	185,345	262,062	54,840	95,223	302,44
justed EBITDA(6)	462,513	570,571	675,263	145,915	203,692	733,04
justed EPS(6)(7):						

sic		$	1.20	$	1.63	$	0.35	$	0.51	$	1.8
uted		$	1.19	$	1.60	$	0.35	$	0.50	$	1.7
t Leverage Ratio(8)	4.9x		3.9x		3.2x						3.0

(1) Reflects the combined financial data for the period from January 1 to December 31, 2011 derived by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011. See Selected Historical Financial Information for a tabular presentation of our Predecessor s audited results of operations and cash flow data from January 1, 2011 to January 14, 2011 and our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011.

(2) Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of $0.5 million for the period from January 1, 2011 to January 14, 2011 within the year ended December 31, 2011 due to a change in accounting policy at the time of the Acquisition.
(3) Beginning in 2011 and continuing into 2014, restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities and the closure of certain manufacturing operations in the U.S. Net restructuring costs for the year ended December 31, 2013 reflected $40.8 million of restructuring costs partially offset by a gain of $18.7 million related to the sale of certain assets of the BiMetals business.
(4) During the year ended December 31, 2011, as a result of reduced expectations of future cash flows of reporting units within the Wireless segment, we determined that certain intangible assets were not recoverable and consequently recorded intangible asset impairment charges of $45.9 million and a goodwill impairment charge of $80.2 million. During the year ended December 31, 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location-based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations of future cash flows of this reporting unit, a restructuring action was initiated and certain intangible assets and property, plant and equipment were determined to be impaired. An impairment charge of $35.0 million was recognized. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain equipment was no longer recoverable. An additional impairment charge of $5.9 million was recognized within the Wireless segment. During the year ended December 31, 2013, as a result of lower than expected sales and operating income in the Broadband segment reporting unit, management considered the longer term effect of market conditions and recorded a goodwill impairment charge of $36.2 million. Also during the year ended December 31, 2013 and the three months ended March 31, 2013, within the Wireless segment, we obtained new market data regarding a facility being marketed for sale and recorded an impairment charge of $3.6 million. In addition, we concluded that certain production equipment and intellectual property would no longer be utilized and recorded impairment charges of $5.7 million during the year ended December 31, 2013 and $2.0 million during the three months ended March 31, 2013.
(5) During the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013 and 2014, net other expense included foreign exchange losses of $10.0 million, $7.0 million, $9.8 million, $0.3 million and $2.3 million, respectively. For the year ended December 31, 2011, net other expense also included $2.5 million of our share of losses in our equity investments and a pretax, non-deductible loss of $41.8 million on the extinguishment of CommScope, Inc. s 3.25% convertible notes. During the year ended December 31, 2012, net other expense included our share of losses in our equity investments of $3.4 million and the impairment of one such investment of $2.6 million. During the year ended December 31, 2013, net other expense also included a charge of $33.0 million related to the redemption of $400.0 million of the 2019 Notes, costs related to amending our senior secured credit facilities of $3.3 million, as well as our share of losses in and impairments of our equity investments of $2.2 million. For the three months ended March 31, 2013 and 2014, net other expense also included our share of losses in our equity investments of $0.9 million and $0.6 million, respectively. Also included in net other expense for the three months ended March 31, 2013 was the write-off of an equity investment of $0.8 million. We also incurred costs of $1.9 million during the three months ended March 31, 2013 related to amending our senior secured credit facilities.
(6) We believe that our financial statements and the other financial data included in this prospectus have been prepared in a manner that complies, in all material respects, with U.S. GAAP and the regulations published by the Securities and Exchange Commission, and are consistent with current practice with the exception of: (a) the presentation of the combined financial data for the period from January 1 to December 31, 2011, which have been derived by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011 and are included to facilitate a discussion of comparative periods throughout this prospectus; (b) the presentation of summary unaudited consolidated financial data for the twelve-month period ended March 31, 2014, which have been derived by subtracting the unaudited statements of operations and cash flow data for the three-month period ended March 31, 2013 from the audited statements of operations and cash flow data for the year ended December 31, 2013 and then adding the unaudited statements of operations and cash flow data for the

three-month period ended March 31, 2014 and are included as a tool for investors to assess our recent performance and (c) the inclusion of financial measures that differ from measures calculated in accordance with U.S. GAAP, including Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and adjusted earnings per share, or Adjusted EPS (which is Adjusted Net Income per share of our common stock calculated on both a basic and diluted basis). We believe that the presentation of these financial measures enhances an investor s understanding of our financial performance. We further believe that these financial measures are useful financial metrics to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business. We also believe that certain of these financial measures provide investors with a useful tool for assessing the comparability between periods of our ability to generate cash from operations sufficient to pay taxes, to service debt and to undertake capital expenditures. We also use certain of these financial measures for business planning purposes and in measuring our performance relative to that of our competitors.

We believe these financial measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of the terms Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS may vary from that of others in our industry. These financial measures should not be considered as alternatives to operating income (loss), net income (loss), earnings (loss) per share or any other performance measures derived in accordance with U.S. GAAP as measures of operating performance or operating cash flows or as measures of liquidity.

Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS have important limitations as analytical tools and you should not consider them in isolation or as substitutes for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

- Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS:
  - exclude certain tax payments that may represent a reduction in cash available to us;
  - exclude certain impairments and adjustments for purchase accounting;
  - do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
  - do not reflect changes in, or cash requirements for, our working capital needs; and
  - do not reflect the significant interest expense in the case of Adjusted EBITDA and Adjusted Operating Income; and
  - do not reflect the cash requirements necessary to service interest or principal payments on our debt.
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future; Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS do not reflect any cash requirements for replacements of amortizing assets, and Adjusted EBITDA does not reflect any cash requirements for replacements of depreciating assets; and
- other companies in our industry may calculate Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS differently than we do, limiting their usefulness as comparative measures.

Because of these limitations, Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS should not be considered as measures of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our U.S. GAAP results and using these financial measures only supplementally.

Because the Net Leverage Ratio is based, in part, on Adjusted EBITDA, this measure is similarly impacted by the limitations referenced above and also should not be considered in isolation or as a substitute for U.S. GAAP measures.

In calculating Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS, we add back certain non-cash, non-recurring and other items that are included in operating income (loss), net income (loss) and earnings (loss) per share.

In calculating these financial measures, we make certain adjustments that are based on assumptions and estimates that may prove to have been inaccurate. In addition, in evaluating these financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in this presentation. Our presentation of Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

The following tables reconcile operating income (loss) to Adjusted Operating Income, net income (loss) to Adjusted EBITDA, and net income (loss) to Adjusted Net Income, for the periods presented.

Adjusted Operating Income

Adjusted Operating Income eliminates non-operating income or expense and certain unusual or non-recurring items impacting results in a particular period if we believe that excluding such items provides investors meaningful information to better understand our operating results and analyze financial and business trends on a period-to-period basis. The following table presents a reconciliation of operating income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted Operating Income for the periods indicated below.

	Year ended December 31,			Three months ended March 31,		Twelve months ended March 31,
(dollars in thousands)	**2011**	**2012**	**2013**	**2013**	**2014**	**2014**
Operating income (loss)	$ (188,432)	$ 238,238	$ 329,714	$ 75,425	$ 146,535	$ 400,824
Amortization of purchased intangible assets(a)	174,888	175,676	174,887	43,280	44,298	175,905
Restructuring costs, net	18,724	22,993	22,104	1,803	1,980	22,281
Equity-based compensation(b)	6,505	7,525	16,108	4,472	3,676	15,312
Transaction costs(c)	132,575	6,291	27,214	1,615	925	26,524
Purchase accounting(d)	105,382		2,475		(5,445)	(2,970)
Asset impairments	126,057	40,907	45,529	5,634		39,895
Other(e)	4,846	9,437	2,065			2,065
Adjusted Operating Income	$ 380,545	$ 501,067	$ 620,096	$ 132,229	$ 191,969	$ 679,836

(a) Includes amortization of purchased intangible assets of $0.5 million reported in cost of goods sold for the year ended December 31, 2011.

(b) Reflects ongoing equity-based compensation, excluding both the acceleration of $23.8 million of expense for the year ended December 31, 2011 in connection with the Acquisition (included in (c) below) and the contribution of $0.1 million in the form of common shares to employee benefit plans for the year ended December 31, 2011.

(c) Reflects charges of $2.5 million, $3.3 million, $4.0 million and $0.8 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes $2.9 million, $3.0 million, $3.0 million and $0.8 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to the Carlyle management fee. Includes $127.2 million of costs related to the Acquisition during 2011, of which $23.8 million resulted from the accelerated vesting of equity-based compensation. Reflects the $20.2 million fee paid to terminate the Carlyle management agreement during the year ended December 31, 2013. For the three months ended March 31, 2014, reflects the costs associated with the secondary offering completed in April 2014.

(d) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory and deferred revenue adjustments. For the three months ended March 31, 2014, reflects a $5.4 million reduction in the estimated fair value of contingent consideration payable related to the Redwood Systems acquisition.

(e) Reflects items impacting operating income that we do not believe are representative of our ongoing operations. For the year ended December 31, 2011, reflects a litigation settlement charge of $7.0 million and a $2.2 million gain on the sale of product lines. For the year ended December 31, 2012, reflects a charge of $2.0 million related to prior years   customs and duties obligations, an $8.9 million charge related to a prior year warranty matter and a $1.5 million gain on the sale of a subsidiary. For the year ended December 31, 2013, reflects an additional charge of $2.1 million related to the prior year warranty matter.

Adjusted EBITDA

Adjusted EBITDA consists of earnings before interest, taxes, depreciation and amortization (including impairments to goodwill and other intangible assets and adjustments for purchase accounting), equity-based compensation and certain non-cash, nonrecurring or other items that are included in net income (loss) that we do not consider indicative of our ongoing operating performance. We believe that the presentation of Adjusted EBITDA enhances an investor s understanding of our financial performance. We further believe that Adjusted EBITDA is a useful financial metric to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business. We also use Adjusted EBITDA as one of the primary methods for planning and forecasting overall expected performance and for evaluating on a quarterly and annual basis actual results against such expectations. The following table presents a reconciliation of net income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted EBITDA for the periods indicated below.

	Year ended December 31,			Three months ended March 31,		Twelve months ended March 31,
(dollars in thousands)	**2011**	**2012**	**2013**	**2013**	**2014**	**2014**
Net income (loss)	$ (392,362)	$ 5,353	$ 19,396	$ 15,900	$ 64,487	$ 67,983
Interest expense	263,824	188,974	208,599	45,785	42,280	205,094
Interest income	(3,826)	(3,417)	(3,107)	(704)	(1,104)	(3,507)
Income tax (benefit) expense	(110,413)	31,949	56,789	11,003	37,677	83,463
Depreciation	81,968	69,504	55,167	13,682	11,723	53,208
Amortization of purchased intangible assets(a)	174,888	175,676	174,887	43,280	44,298	175,905
Purchase accounting(b)	105,382		2,475		(5,445)	(2,970)
Asset impairments	126,057	40,907	45,529	5,634		39,895
Restructuring costs, net	18,724	22,993	22,104	1,803	1,980	22,281
Equity-based compensation(c)	6,505	7,525	16,108	4,472	3,676	15,312
Transaction costs(d)	174,383	6,291	27,214	1,615	925	26,524
Other(e)	17,383	24,816	50,102	3,445	3,195	49,852
Adjusted EBITDA	$ 462,513	$ 570,571	$ 675,263	$ 145,915	$ 203,692	$ 733,040

(a) Includes amortization of purchased intangible assets of $0.5 million reported in cost of goods sold for the year ended December 31, 2011.

(b) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory and deferred revenue adjustments. Excludes $12.1 million of incremental depreciation related to purchase accounting that is included in Depreciation for the year ended December 31, 2011. For the three months ended March 31, 2014, includes a $5.4 million reduction in the estimated fair value of contingent consideration payable related to the Redwood Systems acquisition.

(c) Reflects ongoing equity-based compensation, excluding both the acceleration of $23.8 million of expense for the year ended December 31, 2011 in connection with the Acquisition (included in (d) below) and the contribution of $0.1 million in the form of common shares to employee benefit plans for the year ended December 31, 2011.

(d) Reflects charges of $2.5 million, $3.3 million, $4.0 million and $0.8 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes $2.9 million, $3.0 million, $3.0 million and $0.8 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to the Carlyle management fee. Includes $169.0 million of costs related to the Acquisition during 2011, of which $23.8 million resulted from the accelerated vesting of equity-based compensation and $41.8 million related to a loss on our 3.25% convertible notes, and the $20.2 million fee paid to terminate the Carlyle management agreement during the year ended December 31, 2013. For the three months ended March 31, 2014, reflects the costs associated with the secondary offering completed in April 2014.

(e) Reflects other expense, net of $12.5 million (such amount excludes the impact of the extinguishment of our 3.25% convertible notes, the effect of which is included in footnote (d) above), $15.4 million, $48.0 million (such amount includes the $33.0 million premium paid to redeem $400.0 million of the 2019 Notes), $3.4 million and $3.2 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013 and 2014, respectively. In addition, the other line item reflects the following adjustments, which are also reflected in Adjusted Operating Income and Adjusted Net Income: for 2011, reflects a litigation settlement charge of $7.0

million and a $2.2 million gain on the sale of product lines; for 2012, reflects a charge of $2.0 million related to prior years customs and duties obligations, an $8.9 million charge related to a prior year warranty matter and a $1.5 million gain on the sale of a subsidiary; and for the year ended December 31, 2013, reflects an additional charge of $2.1 million related to the prior year warranty matter.

Adjusted Net Income

Adjusted Net Income is defined as consolidated net income (loss), adjusted for the after tax impact of certain non-recurring and other items that we do not consider representative of our ongoing operating performance. We believe that Adjusted Net Income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-U.S. GAAP financial measure in order to have comparable financial results to analyze changes in our overall performance from quarter to quarter. The following table presents a reconciliation of net income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted Net Income for the periods indicated below.

	Year ended December 31,			Three months ended March 31,		Twelve months ended March 31,
(dollars in thousands)	**2011**	**2012**	**2013**	**2013**	**2014**	**2014**
Net income (loss)	$ (392,362)	$ 5,353	$ 19,396	$ 15,900	$ 64,487	$ 67,983
Amortization of purchased intangible assets	113,677	114,189	113,893	28,132	29,232	114,993
Restructuring costs, net	11,590	14,233	13,335	1,116	1,228	13,447
Amortization of deferred financing costs and original issue discount	24,850	10,585	16,460	2,436	2,133	16,157
Equity-based compensation(a)	4,027	4,658	10,026	2,769	2,328	9,585
Transaction costs(b)	98,180	3,895	16,868	1,000	925	16,793
Asset impairments	109,379	26,590	41,966	3,487		38,479
Purchase accounting(c)	68,498		1,586		(5,445)	(3,859)
Loss related to debt transactions(d)	89,788		21,353			21,353
Other(e)	3,024	5,842	7,179		335	7,514
Adjusted Net Income	$ 130,651	$ 185,345	$ 262,062	$ 54,840	$ 95,223	$ 302,445

(Tax rates applied to the various pre-tax adjustments reflect the rate applicable to the particular adjustment.)

(a) Reflects ongoing equity-based compensation, excluding both the acceleration of $14.7 million of after- tax expense for the year ended December 31, 2011 in connection with the Acquisition (included in (b) below) and the contribution of $0.1 million in the form of common shares to employee benefit plans for the year ended December 31, 2011.

(b) Reflects after-tax adjustments of $1.6 million, $2.0 million, $2.5 million and $0.5 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes after-tax adjustments of $1.8 million, $1.9 million, $1.9 million and $0.5 million for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013, respectively, related to the Carlyle management fee. Includes after-tax costs related to the Acquisition during 2011 of $94.8 million, which includes an after-tax charge of $14.7 million from the accelerated vesting of equity-based compensation and an after-tax charge $16.1 million related to the write-off of deferred financing costs. For the year ended December 31, 2013, includes after-tax adjustment of $12.5 million related to the fee paid to terminate the Carlyle management agreement. For the three months ended March 31, 2014, reflects the costs associated with the secondary offering completed in April 2014.

(c) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory and deferred revenue adjustments. For the three months ended March 31, 2014, reflects a reduction in the estimated fair value of the Redwood Systems acquisition contingent consideration payable, which is not subject to tax.

(d) Reflects the full effect of the extinguishment of our 3.25% convertible notes, including amounts reflected in interest expense and other expense, net for the year ended December 31, 2011. For the year ended December 31, 2013, reflects the premium paid to redeem $400.0 million of the 2019 Notes and certain costs related to amending our senior secured credit facilities.

(e) Reflects items impacting net income (loss) that we do not believe are representative of our ongoing operations. For 2011, reflects an after-tax litigation settlement charge of $4.4 million and a $1.3 million after-tax gain on the sale of product lines. For 2012, reflects an after-tax charge of $1.2 million related to prior years customs and duties obligations, a $5.5 million after-tax charge related to a prior year warranty matter and a $0.9 million after-tax gain on the sale of a subsidiary. For the year ended December 31, 2013, reflects a net increase of $5.9 million in valuation allowances primarily related to foreign tax credit carryforwards and an additional after-tax charge of $1.3 million related to the prior year warranty matter. For the three months ended March 31, 2014, reflects the net impact of increases in valuation allowances on certain tax attributes, annual effective rate adjustments and benefits related to uncertain tax positions for which the statutes had lapsed.

(7) Calculated on the basis of Adjusted Net Income and the historical weighted average shares outstanding for the relevant periods, as adjusted for the 3-for-1 stock split that became effective in connection with the filing of the certificate of amendment to our certificate of incorporation on October 4, 2013.

(8) Represents net debt to Adjusted EBITDA as of the dates indicated below:

	As of December 31,			**As of March 31,**
	2011	**2012**	**2013**	**2014**
Total debt	$ 2,563,004	$ 2,470,770	$ 2,514,552	$ 2,512,639
Less: Cash and cash equivalents	(317,102)	(264,375)	(346,320)	(305,188)
Net debt .	$ 2,245,902	$ 2,206,395	$ 2,168,232	$ 2,207,451
Adjusted EBITDA .	$ 462,513	$ 570,571	$ 675,263	$ 733,040
Net leverage ratio	4.9x	3.9x	3.2x	3.0x

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should consider carefully the following risks, together with the information under the caption Business Competition and the other information contained in this prospectus before you decide whether to buy our common stock. If any of the events contemplated by the following discussion of risks should occur, our business, results of operations, financial condition and cash flows could suffer significantly. As a result, the market price of our common stock could decline, and you may lose all or part of the money you paid to buy our common stock. The following is a summary of all the material risks known to us.

Risks Related to Our Business

Our business is dependent on customers capital spending on data and communication networks and reductions by customers in capital spending adversely affect our business.

Our performance is dependent on customers capital spending for constructing, rebuilding, maintaining or upgrading data and communication networks, which can be volatile or hard to forecast. Capital spending in the communications industry is cyclical and can be curtailed or deferred on short notice. A variety of factors affect the amount of capital spending, and, therefore, our sales and profits, including:

- competing technologies;
- general economic conditions;
- timing and adoption of global rollout of new technologies, include 4G/LTE;
- customer specific financial or stock market conditions;
- availability and cost of capital;
- governmental regulation;
- demands for network services;
- competitive pressures, including pricing pressures;
- acceptance of new services offered by our customers;
- impact of industry consolidation; and

real or perceived trends or uncertainties in these factors.

Several of our customers have accumulated significant levels of debt. These high debt levels, coupled with the uncertainty in the capital markets, may impact their access to capital in the future. Even if the financial health of our customers remains intact, these customers may not purchase new equipment at levels we have seen in the past or expect in the future. While there are signs of improvement from the historical housing market disruptions and foreclosures, as well as the material disruptions in the credit markets, that occurred beginning in 2008, we cannot predict the impact of economic uncertainty, or of specific customer financial challenges on our customer s expansion and maintenance expenditures.

In addition, industry consolidation has, in the past, constrained, and may, in the future, constrain, capital spending by certain of our customers. Further, if our product portfolio and product development plans do not position us well to capture an increased portion of the capital spending of customers in the markets on which we focus, our revenue may decline.

As a result of these capital spending issues, we may not be able to maintain or increase our revenue in the future, and our business, financial condition, results of operations and cash flows could be materially and adversely affected.

A substantial portion of our business is derived from a limited number of key customers or distributors.

We derived 21% of our 2013 consolidated net sales from our top three customers or distributors. Our largest distributor, Anixter, accounted for 12% of our 2013 consolidated net sales. The concentration of our net sales among these and other key customers or distributors subjects us to a variety of risks that could have a material adverse impact on our net sales and profitability, including, without limitation:

- lower sales resulting from the loss of one or more of our key customers or distributors;
- renegotiations of agreements with key customers or distributors resulting in materially less favorable terms;
- financial difficulties experienced by one or more of our key customers, distributors or our distributors end customers, resulting in reduced purchases of our products and/or uncollectible accounts receivable balances;
- reductions in inventory levels held by distributors and original equipment manufacturers which may be unrelated to purchasing trends by the ultimate customer;
- consolidations in the wireless or cable television industries resulting in delays in purchasing decisions or reduced purchases by the merged businesses;
- new or proposed laws or regulations affecting the wireless or cable television industries resulting in reduced capital spending;
- increases in the cost of borrowing or capital and/or reductions in the amount of debt or equity capital available to the wireless or cable television industries resulting in reduced capital spending; and
- changes in the technology deployed by customers resulting in lower sales of our products.

Additionally, the risks above are further increased as a result of our indirect sales to the same ultimate customers. In addition, we generally have no long-term contracts or minimum purchase commitments with any of our distributors, system integrators, value-added resellers, original equipment manufacturers, or OEM, or other customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. While we maintain long-term relationships with these parties and have not historically lost key customers, we have experienced variability in the level of purchases by our key customers, and any significant reduction in sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of and payment for our products, could materially and adversely affect our business, results of operations, financial condition and cash flows. See also We depend on channel partners to sell our products in certain markets and regions and are subject to risks associated with these arrangements.

Our future success depends on our ability to anticipate and to adapt to technological changes and develop, implement and market product innovations.

Many of our markets are characterized by advances in information processing and communications capabilities that require increased transmission speeds and greater bandwidth. These advances require ongoing improvements in the capabilities of our products.

However, we may not be successful in those efforts if, among other things, our products:

- are not cost effective;
- are not brought to market in a timely manner;
- are not in accordance with evolving industry standards;
- fail to achieve market acceptance or meet customer requirements; and
- are ahead of the needs of their markets.

There are various competitive wireless technologies that could be a potential substitute for some of the communications products we sell. See Business Competition. A significant technological breakthrough or significant decrease in the cost of deploying these wireless technologies could have a material adverse effect on our sales.

Fiber optic technology presents a potential substitute for some of the broadband communications cable products we sell. A significant decrease in the cost of deploying fiber optic systems could make these systems superior on a price/performance basis to copper or aluminum systems and have a material adverse effect on our business.

In order to successfully develop and market certain of our planned products, we may be required to enter into technology development or licensing agreements with third parties. We cannot provide assurances that we will be able to timely enter into any necessary technology development or licensing agreements on reasonable terms, or at all.

The failure to successfully introduce new or enhanced products on a timely and cost-competitive basis or the inability to continue to market existing products on a cost-competitive basis could have a material adverse effect on our results of operations and financial condition. In addition, sales of new products may replace sales of some of our existing products, mitigating the benefits of new product introductions and possibly resulting in excess levels of inventory.

Our revenues are dependent on the commercial deployment of technologies based on code division multiple access, or CDMA, and orthogonal frequency-division multiple access, or OFDMA, among others, and upgrades of 2G, 3G and 4G wireless communications equipment, products and services based on these technologies.

We develop, patent and commercialize technology and products based on CDMA and OFDMA, among others. Our revenues are dependent upon the commercial deployment of these technologies and products and upgrades of 2G, 3G and 4G wireless communications equipment, products and services based on these technologies. For example, several wireless providers in the United States have recently announced plans to shut down legacy CDMA networks. While we believe the deployment and adoption of LTE technology will help reduce the effect of this industry trend, our business may be harmed, and our investments in these technologies may not provide us an adequate return if:

- LTE, an OFDMA-based wireless standard, is not widely deployed or commercial deployment is delayed;
- wireless operators delay moving 2G customers to 3G and 4G devices;
- wireless operators delay 3G and/or 4G deployments, expansions or upgrades;
- government regulators delay the reallocation of spectrum to allow wireless operators to upgrade to 3G and 4G, which will restrict the expansion of 3G and 4G wireless connectivity, primarily outside of major population areas;
- wireless operators are unable to drive improvements in 3G and 4G network performance and/or capacity; or
- wireless operators and other industries using these technologies deploy other technologies.

Our business is dependent on our ability to increase our share of components sold and to continue to drive the adoption of our products and services into 3G and 4G wireless networks. We are also dependent on the success of our customers, licensees and CDMA- and OFDMA-based wireless operators and other industries using our technologies, as well as the timing of their deployment of new services, and they may incur lower gross margins on products or services based on these technologies than on products using alternative technologies as a result of greater competition or other factors. If commercial deployment of these technologies, upgrade of 2G subscribers to 3G devices and upgrades to 3G or 4G wireless communications equipment, products and services based on these technologies do not continue or are delayed, our revenues could be negatively impacted, and our business could suffer.

We may not fully realize anticipated benefits from past or future acquisitions or equity investments.

We anticipate that a portion of any future growth of our business might be accomplished by acquiring existing businesses, products or technologies. The success of any acquisition will depend upon, among other things, our ability to integrate acquired personnel, operations, products and technologies into our organization effectively, to retain and motivate key personnel of acquired businesses and to retain their customers. In addition, we might not be able to identify suitable acquisition opportunities or obtain any necessary financing on acceptable terms. We might also spend time and money investigating and negotiating with potential acquisition or investment targets, but not complete the transaction.

Although we expect to realize strategic, operational and financial benefits as a result of our past or future acquisitions and equity investments, we cannot predict whether and to what extent such benefits will be achieved. There are significant challenges to integrating an acquired operation into our business, including, but not limited to:

- successfully managing the operations, manufacturing facilities and technology;
- integrating the sales organizations and maintaining and increasing the customer base;
- retaining key employees, suppliers and distributors;
- integrating management information, inventory, accounting and research and development activities; and
- addressing operating losses related to individual facilities or product lines.

Any future acquisition could involve other risks, including the assumption of additional liabilities and expenses, issuances of debt, transaction costs and diversion of management s attention from other business concerns and such acquisition may be dilutive to our financial results.

We face competitive pressures with respect to all of our major products.

In each of our major product groups, we compete with a substantial number of foreign and domestic companies, some of which have greater resources (financial or otherwise) or lower operating costs than we have. Competitors actions, such as price reductions or introduction of new innovative products, and the use of exclusively price driven Internet auctions by customers may have a material adverse impact on our net sales and profitability. In addition, the rapid technological changes occurring in the communications industry could lead to the entry of new competitors. We cannot assure you that we will continue to compete successfully with our existing competitors or with new competitors.

Many of our competitors are substantially larger than us, and have greater financial, technical, marketing and other resources than we have. Many of these large enterprises are in a better position to withstand any significant reduction in capital spending by customers in our markets. They often have broader product lines and market focus, and may not be as susceptible to downturns in a single market. These competitors may also be able to bundle their products together to meet the needs of a particular customer, and may be capable of delivering more complete solutions than we are able to provide. To the extent large enterprises that currently do not compete directly with us choose to enter our markets by acquisition or otherwise, competition would likely intensify.

Further, some of our competitors that have greater financial resources have offered, and in the future may offer, their products at lower prices than we offer for our competing products or on more attractive financing or payment terms, which has in the past caused, and may in the future cause, us to lose sales opportunities and the resulting revenue or to reduce our prices in response to that competition. Reductions in prices for any of our products could have a material adverse effect on our operating margins and revenue. In addition, many of our competitors have been in operation longer than we have and, therefore, have more long-standing and established relationships with domestic and foreign customers, making it difficult for us to sell to those customers.

If any of our competitors products or technologies were to become the industry standard, our business would be seriously harmed. If our competitors are successful in bringing their products to market earlier than us, or if these products are more technologically capable than ours, our revenue could be materially and adversely affected. In addition, certain companies that have not had a large presence in the broadband communications equipment market have begun to expand their presence in this market through mergers and acquisitions. The continued consolidation of our competitors could have a significant negative impact on our business. Further, our competitors may bundle their products or incorporate functionality into existing products in a manner that discourages users from purchasing our products or which may require us to lower our selling prices, resulting in lower revenue and decreased gross margins.

If we are unable to compete at the same level as we have in the past, in any of our markets, or are forced to reduce the prices of our products in order to continue to be competitive, our operating results, financial condition and cash flows would be materially and adversely affected.

We depend on channel partners to sell our products in certain markets and regions and are subject to risks associated with these arrangements.

We utilize distributors, system integrators and value-added resellers (channel partners) to sell our products to certain customers and in certain geographic regions to improve our access to these customers and regions and to lower our overall cost of sales and post-sales support. For the three months ended March 31, 2014 and the year ended December 31, 2013, sales to our four largest channel partners represented 17% and 20% of our net sales, respectively. Our sales through channel partners are subject to a number of risks, including:

- the ability of our selected channel partners to effectively sell our products to end customers;
- our ability to continue channel partner arrangements into the future because most are for a limited term and subject to mutual agreement to extend;
- a reduction in gross margins realized on sale of our products; and
- a diminution of contact with end customers which, over time, could adversely impact our ability to develop new products that meet customers evolving requirements.

In the past, we have seen some distributors acquired and consolidated. If there were further consolidation of our distributors, this could affect our relationships with these distributors. It could also result in consolidation of distributor inventory, which could temporarily depress our revenue. In addition, changes in the inventory levels of our products held by our distributors can result in significant variability in our revenues. We have also experienced financial failure of a limited number of distributors from time to time, resulting in our inability to collect accounts receivable in full. A global economic downturn could cause financial difficulties (including bankruptcy) for our distributors and customers, which would adversely affect our results of operations.

We generally have no long-term contracts or minimum purchase commitments with any of our distributors, system integrators, value-added resellers or OEM customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. Our competitors may provide incentives to any of our distributors, systems integrators, value-added resellers or OEM customers to favor their products or, in effect, to prevent or reduce sales of our products. Any of our distributors, systems integrators, value-added resellers or OEM customers may independently choose not to purchase or offer our products. Many of our distributors, system integrators and value-added resellers are small, are based in a variety of international locations, and may have relatively unsophisticated processes and limited financial resources to conduct their business. Any significant disruption of our sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of and payment for our products, could materially and adversely affect our business, results of operations, financial condition and cash flows. In addition, our failure to continue to establish or maintain successful relationships with distributors, systems integrators, value-added resellers or OEM customers could likewise materially and adversely affect our business, results of operations and financial condition.

If contract manufacturers that we rely on encounter production, quality, financial or other difficulties, we may experience difficulty in meeting customer demands.

We rely on unaffiliated contract manufacturers, both domestically and internationally, to produce certain products or key components of products. If we are unable to arrange for sufficient production capacity among our contract manufacturers or if our contract manufacturers encounter production, quality, financial or other difficulties, including labor disturbances or geopolitical risks, or if alternative suppliers cannot be identified we may encounter difficulty in meeting customer demands. Any such difficulties could have an adverse effect on our business, financial results and results of operations, which could be material.

If our integrated global manufacturing operations suffer production or shipping delays, we may experience difficulty in meeting customer demands.

We internally produce, both domestically and internationally, a portion of certain components used in our finished products. Disruption of our ability to produce at or distribute from these facilities due to failure of our manufacturing infrastructure, fire, electrical outage, natural disaster, acts of terrorism, shipping interruptions or some other catastrophic event could have a material adverse effect on our ability to manufacture products at our other manufacturing facilities in a cost-effective and timely manner, which could have a material adverse effect on our business, financial condition and results of operations.

If we encounter capacity constraints with respect to our internal facilities and/or existing or new contract manufacturers, it could have an adverse impact on our business.

If we do not have sufficient production capacity, either through our internal facilities and/or through independent contract manufacturers, to meet customer demand for our products, we may experience lost sales opportunities and customer relations problems, which could have a material adverse effect on our business, financial condition and results of operations.

Our business depends on effective information management systems.

We rely on our enterprise resource planning systems to support such critical business operations as processing sales orders and invoicing; inventory control; purchasing and supply chain management; human resources; and financial reporting. If we are unable to successfully implement major systems initiatives and maintain critical information systems, we could encounter difficulties that could have a material adverse impact on our business, internal controls over financial reporting, or our ability to timely and accurately report our financial results.

Cyber-security incidents, including data security breaches or computer viruses, could harm our business by disrupting our delivery of services, damaging our reputation or exposing us to liability.

We receive, process, store and transmit, often electronically, the confidential data of our customers and others. Unauthorized access to our computer systems or stored data could result in the theft or improper disclosure of confidential information, the deletion or modification of records or could cause interruptions in our operations. These cyber-security risks increase when we transmit information from one location to another, including transmissions over the Internet or other electronic networks. Despite implemented security measures, our

facilities, systems and procedures, and those of our third-party service providers, may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming and/or human errors or other similar events which may disrupt our delivery of services or expose the confidential information of our customers and others. Any security breach involving the misappropriation, loss or other unauthorized disclosure or use of confidential information of our customers or others, whether by us or a third party, could (i) subject us to civil and criminal penalties, (ii) have a negative impact on our reputation or (iii) expose us to liability to our customers, third parties or government authorities. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

If our products, including material purchased from our suppliers, experience quality or performance issues, our business may suffer.

Our business depends on delivering products of consistently high quality. To this end, our products are tested for quality both by us and our customers. Nevertheless, many of our products are highly complex and testing procedures used by us and our customers are limited to evaluating our products under likely and foreseeable failure scenarios. For various reasons (including, among others, the occurrence of performance problems unforeseeable in testing), our products (including components and raw materials purchased from our suppliers and completed goods purchased for resale) may fail to perform as expected. Performance issues could result from faulty design or problems in manufacturing. We have experienced such performance issues in the past and remain exposed to such performance issues. In some cases, recall of some or all affected products, product redesigns or additional capital expenditures may be required to correct a defect. We recently agreed to replace and reinstall certain faulty products previously sold by us. In addition, we generally offer warranties on most products, the terms and conditions of which depend upon the product subject to the warranty. In some cases, we indemnify our customers against damages or losses that might arise from certain claims relating to our products. Future claims may have a material adverse effect on our business, financial condition and results of operations. Any significant or systemic product failure could also result in lost future sales of the affected product and other products, as well as reputational damage.

Our significant international operations expose us to economic, political and other risks.

We have significant international sales, manufacturing and distribution operations. We have major international manufacturing and/or distribution facilities in, among others, Australia, Brazil, China, the Czech Republic, Germany, India, Ireland, Mexico, Singapore and the United Kingdom. For the three months ended March 31, 2014 and the years ended December 31, 2013, 2012 and 2011, international sales represented approximately 40%, 45%, 47% and 49%, respectively, of our consolidated net sales. In general, our international sales have lower margins than our domestic sales. To the extent international sales represent a greater percentage of our revenue, our overall margin may decline.

Our international sales, manufacturing and distribution operations are subject to the risks inherent in operating abroad, including, but not limited to, risks with respect to currency exchange rates; economic and political destabilization; restrictive actions by foreign governments; wage inflation; nationalizations; the laws and policies of the United States affecting trade, exports, imports, anti-bribery, foreign investment and loans; foreign tax laws, including the ability to recover amounts paid as value-added taxes; potential restrictions on the repatriation of cash; reduced protection of intellectual property; longer customer payment cycles; compliance with local laws and regulations; armed conflict; terrorism; shipping interruptions; and major health concerns (such as infectious diseases).

In addition, foreign currency rates in many of the countries in which we operate have at times been extremely volatile and unpredictable. We may choose not to hedge or determine that we are unable to effectively hedge the risks associated with this volatility. In such cases, we may experience declines in revenue and adverse impacts on earnings and such changes could be material.

Our international operations require us to comply with anti-corruption laws and regulations of the U.S. government and various international jurisdictions.

Doing business on a worldwide basis requires us to comply with the laws and regulations of the U.S. government and various international jurisdictions, and our failure to comply with these rules and regulations may expose us to liabilities. These laws and regulations may apply to companies, individual directors, officers, employees and agents, and may restrict our operations, trade practices, investment decisions and partnering activities. In particular, our international operations are subject to U.S. and foreign anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act, or the FCPA. The FCPA prohibits U.S. companies and their officers, directors, employees and agents acting on their behalf from corruptly offering, promising, authorizing or providing anything of value to foreign officials for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records and accounts that accurately and fairly reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. As part of our business, we deal with state-owned business enterprises, the employees and representatives of which may be considered foreign officials for purposes of the FCPA. We are also subject to the U.K. Anti-Bribery Act, which prohibits both domestic and international bribery, as well as bribery across both public and private sectors. In addition, some of the international locations in which we operate lack a developed legal system and have elevated levels of corruption. As a result of the above activities, we are exposed to the risk of violating anti-corruption laws. Violations of these legal requirements are punishable by criminal fines and imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts as well as other remedial measures. We have established policies and procedures designed to assist us and our personnel in complying with applicable U.S. and international laws and regulations. However, our employees, subcontractors and agents could take actions that violate these requirements, which could materially adversely affect our reputation, business, financial condition and results of operations.

We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.

Certain of our products are subject to export controls and may be exported only with the required export license or through an export license exception. If we were to fail to comply with export licensing, customs regulations, economic sanctions and other laws, we could be subject to substantial civil and criminal penalties, including fines for us and incarceration for responsible employees and managers, and the possible loss of export or import privileges. In addition, if our distributors fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected through reputational harm and penalties. Obtaining the necessary export license for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities. Furthermore, export control laws and economic sanctions prohibit the shipment of certain products to embargoed or sanctioned countries, governments and persons. While we train our employees to comply with these regulations, we cannot assure that a violation will not occur, whether knowingly or inadvertently. Any such shipment could have negative consequences including government investigations, penalties, fines, civil and criminal sanctions, and reputational harm. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in our decreased ability to export or sell our products to existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products could materially adversely affect our business, financial condition and results of operations.

We face risks relating to currency fluctuations and currency exchange.

On an ongoing basis we are exposed to various changes in foreign currency rates because significant sales and costs are denominated in foreign currencies. These risk factors can impact our results of operations, cash flows and financial position. We manage these risks through regular operating and financing activities and periodically use derivative financial instruments such as foreign exchange forward and option contracts. There can be no assurance that our risk management strategies will be effective.

We also may encounter difficulties in converting our earnings from international operations to U.S. dollars for use in the United States. These obstacles may include problems moving funds out of the countries in which the funds were earned and difficulties in collecting accounts receivable in foreign countries where the usual accounts receivable payment cycle is longer.

We may sell one or more of our product lines, from time to time, as a result of our evaluation of our products and markets, and any such divestiture could adversely affect our expenses, revenues, results of operation, cash flows and financial position.

We periodically evaluate our various product lines and may, as a result, consider the divestiture of one or more of those product lines. Any such divestiture could adversely affect our expenses, revenues, results of operations, cash flows and financial position.

Divestitures of product lines have inherent risks, including the expense of selling the product line, the possibility that any anticipated sale will not occur, possible delays in closing any sale, the risk of lower-than-expected proceeds from the sale of the divested business, unexpected costs associated with the separation of the business to be sold from our information technology and other operating systems, and potential post-closing claims for indemnification. Expected cost savings, which are offset by revenue losses from divested businesses, may also be difficult to achieve or maximize due to a fixed cost structure, and we may experience varying success in reducing fixed costs or transferring liabilities previously associated with the divested business.

Difficulties may be encountered in the realignment of manufacturing capacity and capabilities among our global manufacturing facilities that could adversely affect our ability to meet customer demands for our products.

We periodically realign manufacturing capacity among our global facilities in order to reduce costs by improving manufacturing efficiency and to strengthen our long-term competitive position. The implementation of these initiatives may include significant shifts of production capacity among facilities.

There are significant risks inherent in the implementation of these initiatives, including, but not limited to, failing to ensure that: there is adequate inventory on hand or production capacity to meet customer demand while capacity is being shifted among facilities; there is no decrease in product quality as a result of shifting capacity; adequate raw material and other service providers are available to meet the needs at the new production locations; equipment can be successfully removed, transported and re-installed; and adequate supervisory, production and support personnel are available to accommodate the shifted production.

In the event that manufacturing realignment initiatives are not successfully implemented, we could experience lost future sales and increased operating costs as well as customer relations problems, which could have a material adverse effect on our business, financial condition and results of operations.

We may need to undertake additional restructuring actions in the future.

We have previously recognized restructuring charges in response to slowdowns in demand for our products and in conjunction with implementation of initiatives to reduce costs and improve efficiency of our operations. During the three years ended December 31, 2013, we recorded net restructuring charges of $63.8 million, as a result of our restructuring actions to realign and lower our cost structure and improve capacity utilization. To achieve these objectives, in 2013 we sold certain assets of our BiMetals business and announced the planned closure of manufacturing facilities in Statesville, North Carolina and Joliet, Illinois, among other actions. Much of the production capacity from these facilities will be shifted to other existing facilities or contract manufacturers. Additional restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities. To complete these announced changes and a result of changes in business conditions and other developments, we may need to initiate additional restructuring actions that could result in workforce reductions and restructuring charges, which could be material.

We may need to recognize additional impairment charges related to goodwill, identified intangible assets and fixed assets.

We have substantial balances of goodwill and identified intangible assets. At March 31, 2014, we had a goodwill balance of $1,445.7 million. We are required to test goodwill for possible impairment on the same date each year and on an interim basis if there are indicators of a possible impairment. We are also required to evaluate amortizable intangible assets and fixed assets for impairment if there are indicators of a possible impairment. During the year ended December 31, 2013, a goodwill impairment charge of $36.2 million was recorded. No goodwill impairment charge was recorded during the three months ended March 31, 2014.

There is significant judgment required in the analysis of a potential impairment of goodwill, identified intangible assets and fixed assets. If, as a result of a general economic slowdown, deterioration in one or more of the markets in which we operate or in our financial performance and/or future outlook, the estimated fair value of our long-lived assets decreases, we may determine that one or more of our long-lived assets is impaired. An impairment charge would be determined based on the estimated fair value of the assets and any such impairment charge could have a material adverse effect on our business, financial condition and results of operations.

We have obligations under our defined benefit employee benefit plans and may be required to make plan contributions in excess of current estimates.

At December 31, 2013, the most recent valuation date, the net liability for pension and other postretirement benefits was $37.0 million (benefit obligation of $317.8 million and plan assets of $280.8 million). See Note 10 in the Notes to Audited Consolidated Financial Statements and in the Notes to the Unaudited Condensed Consolidated Financial Statements included elsewhere in this prospectus. Significant declines in the assets and/or increases in the liabilities related to these obligations as a result of changes in actuarial estimates, asset performance, interest rates or benefit changes, among others, could have a material adverse impact on our financial position and/or results of operations.

We expect to fund a material portion of our underfunded pension obligations in the U.S. through 2015 under the terms of an agreement with the Pension Benefit Guaranty Corporation, or the PBGC, that we entered into in connection with the 2011 closure of our Omaha production facility. We have similar exposures with respect to certain pension plans outside the U.S. Foreign plans represented 45% and 49% of the pension benefit obligation and pension plans assets, respectively, as of December 31, 2013. The amounts and timing of the remaining contributions we expect to make to our defined benefit plans reflect a number of actuarial and other estimates and assumptions with respect to our expected plan funding obligations. The actual amounts and timing of these contributions will depend upon a number of factors and the actual amounts and timing of our future plan funding contributions may differ materially from those presented in this prospectus.

Our financial condition may be adversely affected to the extent that we are required to make contributions to any of our defined benefit plans in excess of the amounts assumed in our current projections.

We may incur costs and may not be successful in protecting our intellectual property and in defending claims that we are infringing the intellectual property of others.

We may encounter difficulties and significant costs in protecting our intellectual property rights or obtaining rights to additional intellectual property to permit us to continue or expand our business. Other companies, including some of our largest competitors, hold intellectual property rights in our industry and the intellectual property rights of others could inhibit our ability to introduce new products unless we secure necessary licenses on commercially reasonable terms.

In addition, we have been required and may be required in the future to initiate litigation in order to enforce patents issued or licensed to us or to determine the scope and/or validity of a third party s patent or other proprietary rights. We also have been and may in the future be subject to lawsuits by third parties seeking to enforce their own intellectual property rights, including against certain of the intellectual property that we have acquired through our strategic acquisitions. Any such litigation, regardless of outcome, could subject us to significant liabilities or require us to cease using proprietary third party technology and, consequently, could have a material adverse effect on our results of operations and financial condition.

In certain markets, we may be required to address counterfeit versions of our products. We may incur significant costs in pursuing the originators of such counterfeit products and, if we are unsuccessful in eliminating them from the market, we may experience a reduction in the value of our products and/or a reduction in our net sales.

Changes to the regulatory environment in which we or our customers operate may negatively impact our business.

The telecommunications and cable television industries are subject to significant and changing federal and state regulation, both in the U.S. and other countries, including restrictions under The Restriction of Hazardous Substances Directive 2002/95/EC, or RoHS, in the European Union regarding the use of certain hazardous materials used in the manufacturing of various types of electronic and electrical equipment, regulations under the Waste Electrical and Electronic Equipment Directive 2002/96/EC, or WEEE, regarding the collection, recycling and recovery for electrical goods and regulations under the European Community Regulation EC 1907/2006 regulating chemicals and their safe use. As a result, such changes could adversely impact demand for our products.

Regulatory changes of more general applicability could also have a material adverse effect on our business. For example, changes to the U.S. corporate tax system have been proposed that would lead to the taxation of foreign earnings at the time they are earned rather than when they are repatriated to the U.S. Implementation of such changes would have an adverse effect on our net income and would require us to make earlier cash tax payments.

Compliance with current and future environmental laws, potential environmental liabilities and the impact of climate change may have a material adverse impact on our business, financial condition and results of operations.

We are subject to various federal, state, local and foreign environmental laws and regulations governing, among other things, discharges to air and water, management of regulated materials, handling and disposal of solid and hazardous waste, and investigation and remediation of contaminated sites. Because of the nature of our business, we have incurred and will continue to incur costs relating to compliance with or liability under these environmental laws and regulations. In addition, new laws and regulations, including those regulating the types of substances allowable in certain of our products, new or different interpretations of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new remediation or discharge requirements, could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our financial condition and results of operations. For example, the European Union has issued RoHS and WEEE regulating the manufacture, use and disposal of electrical goods. If we are unable to comply with these and similar laws in other jurisdictions, or to sufficiently increase prices or otherwise reduce costs to offset the increased cost of compliance, it could have a material adverse effect on our business, financial condition and results of operations.

The physical effect of future climate change (such as increases in severe weather) may have an impact on our suppliers, customers, employees and facilities which we are unable to quantify, but which may be material.

Efforts to regulate emissions of greenhouse gases, or GHG, such as carbon dioxide are underway in the U.S. and other countries which could increase the cost of raw materials, production processes and transportation of our products. If we are unable to comply with such regulations, sufficiently increase prices or otherwise reduce costs, GHG regulation could have a material adverse effect on our results of operations.

Certain environmental laws impose strict and in some circumstances joint and several liability (that could result in an entity paying more than its fair share) on current or former owners or operators of a contaminated property, as

well as companies that generated, disposed of or arranged for the disposal of hazardous substances at a contaminated property for the costs of investigation and remediation of the contaminated property. Our present and past facilities have been in operation for many years and over that time, in the course of those operations, hazardous substances and wastes have been used, generated and disposed of at such facilities and investigation and remediation projects are underway at a few of these sites. There can be no assurance that the contractual indemnifications we have received from prior owners and operators of certain of these facilities will continue to be honored. In addition, we have disposed of waste products either directly or through third parties at numerous disposal sites, and from time to time we have been and may be held responsible for investigation and clean-up costs at these sites where those owners and operators have been unable to remain in business. Also, there can be no guarantee that new environmental requirements or changes in their enforcement or the discovery of previously unknown conditions will not cause us to incur additional costs for environmental matters which could be material.

Our dependence on commodities subjects us to cost volatility and potential availability constraints which could have a material adverse effect on our profitability.

Our profitability may be materially affected by changes in the market price and availability of certain raw materials, most of which are linked to the commodity markets. The principal raw materials we purchase are rods, tapes, sheets, wires, tubes and hardware made of copper, steel, aluminum or brass; plastics and other polymers; and optical fiber. Fabricated copper, steel and aluminum are used in the production of coaxial and twisted pair cables and polymers are used to insulate and protect cables. Prices for copper, steel, aluminum, fluoropolymers and certain other polymers, derived from oil and natural gas, have experienced significant volatility as a result of changes in the levels of global demand, supply disruptions and other factors. As a result, we have adjusted our prices for certain products and may have to adjust prices again in the future. Delays in implementing price increases or a failure to achieve market acceptance of price increases has in the past and could in the future have a material adverse impact on our results of operations. In an environment of falling commodities prices, we may be unable to sell higher-cost inventory before implementing price decreases, which could have a material adverse impact on our business, financial condition and results of operations.

We are dependent on a limited number of key suppliers for certain raw materials and components.

For certain of our raw material and component purchases, including certain polymers, copper rod, copper and aluminum tapes, fine aluminum wire, steel wire, optical fiber, circuit boards and other electronic components, we are dependent on key suppliers. While we maintain long-term relationships, we generally do not enter into long- term contracts with our key suppliers.

Our key suppliers have in the past and could in the future experience production, operational or financial difficulties, or there may be global shortages of the raw materials or components we use, and our inability to find sources of supply on reasonable terms could have a material adverse effect on our ability to manufacture products in a cost-effective way.

We may not be able to attract and retain key employees, including our sales force.

Our business depends upon our continued ability to hire and retain key employees, including our sales force, at our operations around the world. Competition for skilled personnel and highly qualified managers in the telecommunications industry is intense. Difficulties in obtaining or retaining employees with the necessary management, technical and financial skills needed to achieve our business objectives may have a material adverse effect on our business, financial condition and results of operations.

Allegations of health risks from wireless equipment may negatively affect our results of operations.

Allegations of health risks from the electromagnetic fields generated by base stations and mobile handsets, and potential lawsuits or negative publicity relating to them, regardless of merit, could have a material adverse effect on our operations by leading consumers to reduce their use of mobile phones, reducing demand for certain of our products, or by causing us to allocate resources to address these issues.

A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.

We maintain insurance covering our normal business operations, including property and casualty protection that we believe is adequate. We do not generally carry insurance covering wars, acts of terrorism, earthquakes or other similar catastrophic events. We may not be able to obtain adequate insurance coverage on financially reasonable terms in the future. A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.

In addition, the financial health of our insurers may deteriorate and our insurers may not be able to respond if we should have claims reaching their policies.

Natural or man-made disasters or other disruptions could unfavorably affect our operations and financial performance.

Natural or man-made disasters could result in physical damage to one or more of our properties, temporary lack of an adequate work force, the temporary or long-term disruption in the supply of products from suppliers and delays in the delivery of products to our customers. Damage to our properties, the lack of an adequate workforce, disruption in the supply of products from suppliers, and delays in the delivery of our products to our customers could have a material adverse effect on our business, financial condition and results of operations.

We may experience significant variability in our quarterly or annual effective income tax rate.

We have a large and complex international tax profile and a significant level of net operating loss and other carryforwards in various jurisdictions. Variability in the mix and profitability of domestic and international activities, repatriation of earnings from foreign affiliates, changes in tax laws, identification and resolution of various tax uncertainties and the inability to realize net operating loss and other carryforwards included in deferred tax assets, among other matters, may significantly impact our effective income tax rate in the future. A significant increase in our quarterly or annual effective income tax rate could have a material adverse impact on our results of operations.

Labor unrest could have a material adverse effect on our business, results of operations and financial condition.

While none of our U.S. employees are represented by unions, substantially all of our international employees are members of unions or subject to workers councils or similar statutory arrangements. In addition, many of our direct and indirect customers and vendors have unionized work forces. Strikes, work stoppages or slowdowns experienced by these customers or vendors, contract manufacturers or their other suppliers could result in slowdowns. Organizations responsible for shipping our products may also be impacted by strikes. Any interruption in the delivery of our products could reduce demand for our products and could have a material adverse effect on us.

In general, we consider our labor relations with all of our employees to be good. However, in the future we may be subject to labor unrest. The inability to reach a new agreement could delay or disrupt our operations in the affected regions, including the acquisition of raw materials and components, the manufacture, sales and distribution of products and the provision of services. Occurrences of strikes, work stoppages or lock-outs at our facilities or at the facilities of our vendors or customers could have a material adverse effect on our business, financial condition and results of operations.

Our future research and development projects may not be successful.

The successful development of telecommunications products can be affected by many factors. Products that appear to be promising at their early phases of research and development may fail to be commercialized for

various reasons, including the failure to obtain the necessary regulatory approvals. There is no assurance that any of our future research and development projects will be successful or completed within the anticipated time frame or budget or that we will receive the necessary approvals from relevant authorities for the production of these newly developed products, or that these newly developed products will achieve commercial success. Even if such products can be successfully commercialized, they may not achieve the level of market acceptance that we expect.

We have incurred and will continue to incur increased costs as a result of operating as a publicly traded company, and our management will be required to devote substantial time to new compliance initiatives.

As a publicly traded company, we have incurred and will continue to incur additional legal, accounting and other expenses that we did not previously incur prior to becoming a publicly traded company. In addition, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and the rules of the Securities and Exchange Commission, or the SEC, and Nasdaq, impose various requirements on public companies. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives as well as investor relations. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, these rules and regulations make it more difficult and more expensive for us to obtain director and officer liability insurance, and we have incurred additional costs to maintain such coverage.

Furthermore, if we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, the market price of our common stock could decline and we could be subject to potential delisting by Nasdaq and review by such exchange, the SEC, or other regulatory authorities, which would require the expenditure by us of additional financial and management resources. As a result, our stockholders could lose confidence in our financial reporting, which would harm our business and the market price of our common stock.

New regulations related to conflict minerals could adversely impact our business.

The Dodd-Frank Act contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo, or the DRC, and adjoining countries. As a result, in August 2012 the SEC adopted annual disclosure and reporting requirements for those companies who use conflict minerals mined from the DRC and adjoining countries in their products. These new requirements will require due diligence efforts in fiscal 2014 and 2015, with initial disclosure requirements beginning in May 2016. There will be costs associated with complying with these disclosure requirements, including for diligence to determine the sources of conflict minerals used in our products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers offering conflict free conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices. We will be required to make similar certifications to our customers. If we are unable or fail to make the requisite certifications, our customers may terminate their relationship with us. Also, we may face adverse effects to our reputation if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products through the procedures we may implement.

Seasonality may cause fluctuations in our revenue and operating results.

Historically, our operations have been seasonal, with a greater portion of total net revenue and operating income occurring in the second and third fiscal quarters. As a result of this seasonality, any factors negatively affecting us during the second and third fiscal quarters of any year, including the variability of shipments under large contracts, customers seasonal installation considerations and variations in product mix and in profitability of

individual orders, could have a material adverse effect on our financial condition and results of operations for the entire year. See Business Backlog and Seasonality. Our quarterly results of operations also may fluctuate based upon other factors, including general economic conditions.

Risks Related to Our Indebtedness

Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations with respect to our indebtedness.

As of March 31, 2014, on an as adjusted basis after giving effect to the offering of the New Notes and the use of proceeds therefrom, including the 2019 Notes Discharge, we had approximately $2.7 billion of indebtedness on a consolidated basis, including $550.0 million of the 2020 Notes, $650.0 million of the 2021 Notes, $650.0 million of the 2024 Notes and $870.6 million under the term loan facility. We had no outstanding borrowings under our revolving credit facility and approximately $345.0 million in borrowing capacity available under our revolving credit facility, after giving effect to $55.0 million of outstanding letters of credit and the borrowing base limitations for additional secured borrowings, which borrowing base depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders discretionary ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally decrease borrowing availability.

Our substantial indebtedness could have important consequences. For example, it could:

- limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;
- require us to dedicate a substantial portion of our annual cash flow for the next several years to the payment of interest on our indebtedness;
- expose us to the risk of increased interest rates as, over the term of our debt, the interest cost on a significant portion of our indebtedness is subject to changes in interest rates;
- place us at a competitive disadvantage compared to certain of our competitors who have less debt;
- hinder our ability to adjust rapidly to changing market conditions;
- limit our ability to secure adequate bank financing in the future with reasonable terms and conditions; and
- increase our vulnerability to and limit our flexibility in planning for, or reacting to, a potential downturn in general economic conditions or in one or more of our businesses.

In addition, the indenture governing the 2020 Notes, or the 2020 Notes Indenture, the indenture governing the 2021 Notes, or the 2021 Notes Indenture, the indenture governing the 2024 Notes, or the 2024 Notes Indenture, and the agreements governing our senior secured credit facilities contain affirmative and negative covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debts.

Despite current indebtedness levels and restrictive covenants, we and our subsidiaries may incur additional indebtedness or we may pay dividends in the future. This could further exacerbate the risks associated with our substantial financial leverage.

We and our subsidiaries may incur significant additional indebtedness in the future under the agreements governing our indebtedness. Although the 2020 Notes Indenture, the 2021 Notes Indenture, the 2024 Notes Indenture and the credit agreements governing our senior secured credit facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of thresholds, qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. Additionally, these restrictions also will not prevent us from incurring obligations that, although preferential to our common stock in terms of payment, do not constitute indebtedness. As of March 31, 2014, we had approximately $345.0 million of additional borrowing capacity under our revolving credit facility.

In addition, if new debt is added to our and/or our subsidiaries debt levels, the related risks that we now face as a result of our leverage would intensify. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

To service our indebtedness, we will require a significant amount of cash and our ability to generate cash depends on many factors beyond our control.

Our operations are conducted through our subsidiaries and our ability to make cash payments on our indebtedness and to fund planned capital expenditures will depend on the earnings and the distribution of funds from our subsidiaries. However, none of our subsidiaries is obligated to make funds available to us for payment on our indebtedness. Further, the terms of the instruments governing our indebtedness significantly restrict certain of our subsidiaries from paying dividends and otherwise transferring assets to us. Our ability to make cash payments on and to refinance our indebtedness, to fund planned capital expenditures and to meet other cash requirements will depend on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to financial, business, legislative, regulatory and other factors beyond our control. We might not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

Our business may not generate sufficient cash flow from operations and future borrowings may not be available under our senior secured credit facilities in an amount sufficient to enable us to pay our indebtedness, or to fund our other liquidity needs. In such circumstances, we may need to refinance all or a portion of our indebtedness, including the 2020 Notes, the 2021 Notes and the 2024 Notes, on or before maturity. We may not be able to refinance any of our indebtedness on commercially reasonable terms or at all. If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances. Such actions, if necessary, may not be effected on commercially reasonable terms or at all. Our indebtedness will restrict our ability to sell assets and use the proceeds from such sales.

If we are unable to generate sufficient cash flow or are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our revolving credit facility could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit facilities, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

We are dependent upon our lenders for financing to execute our business strategy and meet our liquidity needs. If our lenders are unable to fund borrowings under their credit commitments or we are unable to borrow, it could negatively impact our business.

During periods of volatile credit markets, there is risk that any lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their legal commitments and obligations under existing credit commitments, including but not limited to: extending credit up to the maximum permitted by a credit facility. If our lenders are unable to fund borrowings under their revolving credit commitments or we are unable to borrow (such as having insufficient capacity under our borrowing base), it could be difficult in such environments to obtain sufficient liquidity to meet our operational needs.

Our ability to obtain additional capital on commercially reasonable terms may be limited.

Although we believe our cash and cash equivalents as well as cash we expect to generate from operations and availability under our revolving credit facility provide adequate resources to fund ongoing operating requirements, we may need to seek additional financing to compete effectively.

If we are unable to obtain capital on commercially reasonable terms, it could:

- reduce funds available to us for purposes such as working capital, capital expenditures, research and development, strategic acquisitions and other general corporate purposes;
- restrict our ability to introduce new products or exploit business opportunities;
- increase our vulnerability to economic downturns and competitive pressures in the markets in which we operate; and
- place us at a competitive disadvantage.

Difficult and volatile conditions in the capital, credit and commodities markets and in the overall economy could have a material adverse effect on our financial position, results of operations and cash flows.

A worsening of global economic conditions, including concerns about sovereign debt and significant volatility in the capital, credit and commodities markets could have a material adverse effect on our financial position, results of operations and cash flows. Difficult conditions in these markets and the overall economy affect our business in a number of ways. For example:

- in the event of volatility in commodity prices, we may encounter difficulty in achieving sustained market acceptance of past or future price increases, which could have a material adverse effect on our financial position, results of operations and cash flows;
- under difficult market conditions there can be no assurance that borrowings under our revolving credit facility would be available or sufficient, and in such a case, we may not be able to successfully obtain additional financing on reasonable terms, or at all;
- in order to respond to market conditions, we may need to seek waivers from various provisions in our senior secured credit facilities. There can be no assurance that we can obtain such waivers at a reasonable cost, if at all;

market conditions could cause the counterparties to the derivative financial instruments we may use to hedge our exposure to interest rate, commodity or currency fluctuations to experience financial difficulties and, as a result, our efforts to hedge these exposures could prove unsuccessful and, furthermore, our ability to engage in additional hedging activities may decrease or become more costly; and

market conditions could result in our key customers experiencing financial difficulties and/or electing to limit spending, which in turn could result in decreased sales and earnings for us.

Our debt obligations may limit our flexibility in managing our business.

The 2020 Notes Indenture, the 2021 Notes Indenture, the 2024 Notes Indenture and the credit agreements governing our senior secured credit facilities require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios in certain situations and maintaining insurance coverage. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we had satisfied our payment obligations. If we were to default on the credit agreements or other debt instruments, our financial condition would be adversely affected.

Risks Related to Ownership of our Common Stock

CommScope Holding Company, Inc. is a holding company with no operations of its own, and it depends on its subsidiaries for cash to fund all of its operations and expenses, including to make future dividend payments, if any.

Our operations are conducted almost entirely through our subsidiaries and our ability to generate cash to meet our debt service obligations or to make future dividend payments, if any, is highly dependent on the earnings and the receipt of funds from our subsidiaries via dividends or intercompany loans. We do not currently expect to declare or pay dividends on our common stock for the foreseeable future; however, to the extent that we determine in the future to pay dividends on our common stock, the 2020 Notes Indenture, the 2021 Notes Indenture, the 2024 Notes Indenture and the credit agreements governing our senior secured credit facilities significantly restrict the ability of our subsidiaries to pay dividends or otherwise transfer assets to us. In addition, Delaware law may impose requirements that may restrict our ability to pay dividends to holders of our common stock.

The price of our common stock may fluctuate significantly, and you could lose all or part of your investment.

Volatility in the market price of our common stock may prevent you from being able to sell your common stock at or above the price you paid for your common stock. The market price of our common stock could fluctuate significantly for various reasons, including:

- our operating and financial performance and prospects;
- our quarterly or annual earnings or those of other companies in our industry;
- the public s reaction to our press releases, our other public announcements and our filings with the SEC;
- changes in, or failure to meet, earnings estimates or recommendations by research analysts who track our common stock or the stock of other companies in our industry;
- the failure of research analysts to cover our common stock;
- strategic actions by us, our customers or our competitors, such as acquisitions or restructurings;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles;

the impact on our profitability temporarily caused by the time lag between when we experience cost increases until these increases flow through cost of sales because of our method of accounting for inventory, or the impact from our inability to pass on such price increases to our customers;

material litigations or government investigations;

changes in general conditions in the U.S. and global economies or financial markets, including those resulting from war, incidents of terrorism or responses to such events;

changes in key personnel;

sales of common stock by us, Carlyle or members of our management team;

- termination of lock-up agreements with our management team and principal stockholders;

- the granting or exercise of employee stock options;

- volume of trading in our common stock; and

- the realization of any risks described under this Risk Factors section.

In addition, in the past , the stock market has experienced significant price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of the affected companies. Hence, the price of our common stock could fluctuate based upon factors that have little or nothing to do with our company, and these fluctuations could materially reduce our share price and cause you to lose all or part of your investment. Further, in the past, market fluctuations and price declines in a company s stock have led to securities class action litigations. If such a suit were to arise, it could have a substantial cost and divert our resources regardless of the outcome.

If we fail to maintain proper and effective internal controls over financial reporting, our ability to produce accurate and timely financial statements could be impaired and investors views of us could be harmed.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, with auditor attestation of the effectiveness of our internal controls, beginning with our annual report on Form 10-K for the fiscal year ending December 31, 2014. If we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of shares of common stock could decline and we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities, which would require additional financial and management resources.

Our ability to successfully comply with Section 404 requires us to be able to prepare timely and accurate financial statements. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our auditors. Moreover, we cannot be certain that we will effectively implement and maintain adequate controls over our financial processes and reporting in the future. Even if we were to conclude, and our independent registered public accounting firm were to concur, that our internal control over financial reporting provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. This, in turn, could have an adverse impact on market price for our common stock, and could adversely affect our ability to access the capital markets.

We are controlled by Carlyle, whose interests in our business may be different than yours.

As of March 31, 2014, Carlyle owned approximately 65% of our common stock and is able to control our affairs in all cases. Following the completion of this offering, we expect that Carlyle will continue to own a majority of our equity and control our affairs in all cases. Pursuant to an amended and restated stockholders agreement, Carlyle has the right to designate up to nine of our eleven directors and a majority of the Board of Directors has been designated by Carlyle and will be affiliated with Carlyle. See Certain Relationships and Related Party Transactions. As a result, Carlyle or its nominees to the Board of Directors have the ability to control the appointment of our management, the entering into of mergers, sales of substantially all of our assets and other extraordinary transactions and influence amendments to our certificate of incorporation. So long as Carlyle continues to own a majority of our common stock, they will have the ability to control the vote in any election of directors and will have the ability to prevent any transaction that requires stockholder approval regardless of whether others believe the transaction is in our best interests. In any of these matters, the interests of Carlyle may differ from or conflict with the interests of our other stockholders. Moreover, this concentration of stock ownership may also adversely affect the trading price for our common stock to the extent investors perceive disadvantages in owning stock of a company with a controlling stockholder.

In addition, Carlyle is in the business of making investments in companies and may, from time to time, acquire interests in businesses that directly or indirectly compete with our business, as well as businesses that are significant existing or potential customers. Carlyle may acquire or seek to acquire assets that we seek to acquire and, as a result, those acquisition opportunities may not be available to us or may be more expensive for us to pursue.

We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We do not intend to declare and pay dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to reduce our indebtedness and fund our growth. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future and the success of an investment in shares of our common stock will depend upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value. However, the payment of future dividends will be at the discretion of our Board of Directors and will depend on, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our Board of Directors deems relevant. The 2020 Notes Indenture, the 2021 Notes Indenture, the 2024 Notes Indenture and the credit agreements governing our senior secured credit facilities also effectively limit our ability to pay dividends. As a consequence of these limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock.

Provisions of our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- authorize 1,300,000,000 shares of common stock, which, to the extent unissued, could be issued without stockholder approval by the Board of Directors to increase the number of outstanding shares and to discourage a takeover attempt;

- authorize the issuance, without stockholder approval, of blank check preferred stock that our Board of Directors could issue to increase the number of outstanding shares and to discourage a takeover attempt;

- grant to the Board of Directors the sole power to set the number of directors and to fill any vacancy on the Board of Directors;

limit the ability of stockholders to remove directors only for cause if Carlyle and its affiliates collectively cease to own more than 50% of our common stock and require any such removal to be approved by holders of at least three-quarters of the outstanding shares of common stock;

prohibit our stockholders from calling a special meeting of stockholders if Carlyle and its affiliates collectively cease to own more than 50% of our common stock;

prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders, if Carlyle and its affiliates collectively cease to own more than 50% of our common stock;

provide that the Board of Directors is expressly authorized to adopt, or to alter or repeal our bylaws;

established advance notice and certain information requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings;

established a classified Board of Directors, with three staggered terms; and

require the approval of holders of at least three-quarters of the outstanding shares of common stock to amend the bylaws and certain provisions of the certificate of incorporation if Carlyle and its affiliates collectively cease to own more than 50% of our common stock.

In addition, we have opted out of Section 203 of the General Corporation Law of the State of Delaware, or the DGCL, which, subject to some exceptions, prohibits business combinations between a Delaware corporation and an interested stockholder, which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation s voting stock for a three-year period following the date that the stockholder became an interested stockholder. See Description of Capital Stock.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company and may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take corporate actions other than those you desire. See Description of Capital Stock.

Future sales of our common stock in the public market could lower our share price, and any additional capital raised by us through the sale of equity or convertible debt securities may dilute your ownership in us and may adversely affect us or the market price of our common stock.

We or our shareholders, including Carlyle, may sell additional shares of common stock in subsequent offerings. We may also issue additional shares of common stock or convertible debt securities. As of March 31, 2014, we had 1,300,000,000 shares of common stock authorized and 186,199,035 shares of common stock outstanding. This number includes 17,500,000 shares that the selling stockholder is selling in this offering (or 20,125,000 shares if the underwriters exercise their option to purchase additional shares in full), which may be resold immediately in the public market. The remaining 103,841,970 shares (or 101,216,970 shares if the underwriters exercise their option to purchase additional shares in full) held by Carlyle as well as the shares held by our directors and certain of our executive offers (including any shares that may be issued upon the exercise of outstanding options) will become available for sale following the expiration of the lock-up agreements entered into in connection with this offering, which expire 75 days after the date of this prospectus (subject to certain exceptions and automatic extensions in certain circumstances), subject to compliance with the applicable requirements under Rule 144 of the Securities Act.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including sales that may occur pursuant to Carlyle s registration rights and shares that may be issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock. See Certain Relationships and Related Party Transactions and Shares Eligible for Future Sale.

We are a controlled company within the meaning of the rules of Nasdaq and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.

Following the consummation of this offering, Carlyle will continue to control a majority of the voting power of our outstanding common stock. As a result, we will continue to be a controlled company within the meaning of the corporate governance standards of Nasdaq. Under these rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a controlled company and we currently elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of the Board of Directors consist of independent directors;
- the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities; and
- the requirements that director nominees are selected, or recommended for selection by the Board of Directors, either by (1) independent directors constituting a majority of the Board s independent directors in a vote in which only independent directors participate, or (2) a nominations committee comprised solely of independent directors, and that a formal written charter or board resolution, as applicable, addressing the nominations process is adopted.

We intend to continue to utilize these exemptions for as long as we continue to qualify as a controlled company. While exempt, we will not have a majority of independent directors and our nominating and compensation committees will not consist entirely of independent directors and such committees will not be subject to annual performance evaluations. Accordingly, our stockholders do not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of Nasdaq.

FORWARD-LOOKING STATEMENTS

Any statements made in this prospectus that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements within the meaning of Section 27A of the Securities Act and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These statements often include words such as anticipate, expect, suggests, plan, believe, intend, estimates, targets, projects, should, co forecast, and other similar expressions. These forward-looking statements are contained throughout this prospectus, including the sections entitled Prospectus Summary, Risk Factors, Capitalization, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business. We base these forward-looking statements or projections on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances and at such time. As you read and consider this prospectus, you should understand that these statements are not guarantees of performance or results. The forward-looking statements and projections are subject to and involve risks, uncertainties and assumptions and you should not place undue reliance on these forward-looking statements or projections. Although we believe that these forward-looking statements and projections are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements and projections. Factors that may materially affect such forward-looking statements and projections include:

- our dependence on customers capital spending on communication systems;
- concentration of sales among a limited number of customers or distributors;
- changes in technology;
- our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments;
- industry competition and the ability to retain customers through product innovation, introduction and marketing;
- risks associated with our sales through channel partners;
- possible production disruptions due to supplier or contract manufacturer bankruptcy, reorganization or restructuring;
- the risk our global manufacturing operations suffer production or shipping delays causing difficulty in meeting customer demands;

the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products;

our ability to maintain effective information management systems and to successfully implement major systems initiatives;

cyber-security incidents, including data security breaches or computer viruses;

product performance issues and associated warranty claims;

significant international operations and the impact of variability in foreign exchange rates;

our ability to comply with governmental anti-corruption laws and regulations and export and import controls worldwide;

risks associated with currency fluctuations and currency exchange;

the divestiture of one or more product lines;

political and economic instability, both in the U.S. and internationally;

potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect ability to meet customer demands for products;

possible future restructuring actions;

possible future impairment charges for fixed or intangible assets, including goodwill;

increased obligations under employee benefit plans;

cost of protecting or defending intellectual property;

changes in laws or regulations affecting us or the industries we serve;

costs and challenges of compliance with domestic and foreign environmental laws and the effects of climate change;

changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing;

risks associated with our dependence on a limited number of key suppliers;

our ability to attract and retain qualified key employees;

allegations of health risks from wireless equipment;

availability and adequacy of insurance;

natural or man-made disasters or other disruptions;

income tax rate variability and ability to recover amounts recorded as value-added tax receivables;

labor unrest;

risks associated with future research and development projects;

- increased costs as a result of operating as a public company;
- our ability to comply with new regulations related to conflict minerals;
- risks associated with the seasonality of our business;
- substantial indebtedness and maintaining compliance with debt covenants;
- our ability to incur additional indebtedness;
- cash requirements to service indebtedness;
- ability of our lenders to fund borrowings under their credit commitments;
- changes in capital availability or costs, such as changes in interest rates, security ratings and market perceptions of the businesses in which we operate, or the ability to obtain capital on commercially reasonable terms or at all;
- continued global economic weakness and uncertainties and disruption in the capital, credit and commodities markets;
- the amount of the costs, fees, expenses and charges related to this offering and the related costs of being a public company;
- any statements of belief and any statements of assumptions underlying any of the foregoing;
- other factors disclosed in this prospectus; and
- other factors beyond our control.

These cautionary statements should not be construed by you to be exhaustive and are made only as of the date of this prospectus. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

MARKET PRICE OF OUR COMMON STOCK

Our common stock has been listed on Nasdaq under the symbol COMM since October 25, 2013. Prior to that time, there was no public market for our common stock. The following table sets forth for the periods indicated the high and low sale prices of our common stock on Nasdaq.

	High	Low
2013		
Fourth Quarter (beginning October 25, 2013)	$ 19.02	$ 14.72
2014		
First Quarter	$ 24.68	$ 17.31
Second Quarter (through June 12, 2014)	$ 27.96	$ 23.02

A recent reported closing price for our common stock is set forth on the cover page of this prospectus. American Stock Transfer & Trust Company, LLC is the transfer agent and registrar for our common stock. On March 31, 2014, we had 33 holders of record of our common stock.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholder, including from any exercise by the underwriters of their option to purchase additional shares.

DIVIDEND POLICY

Since January 1, 2011, we have declared and paid special cash dividends and distributions in an aggregate amount of $750.7 million to our equity holders.

Except as set forth in the immediately preceding sentence, we have not otherwise paid dividends in the past and we do not intend to pay any cash dividends for the foreseeable future. We intend to retain earnings, if any, for the future operation and expansion of our business and the repayment of debt. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon our results of operations, cash requirements, financial condition, contractual restrictions, restrictions imposed by applicable laws and other factors that our board of directors may deem relevant. Our ability to pay dividends to holders of our common stock is also dependent upon our subsidiaries ability to make distributions to us, which is limited by the terms of the agreements governing the terms of their indebtedness. Additionally, the negative covenants in the agreements governing our indebtedness limit our ability to pay dividends and make distributions to our stockholders. For additional information on these limitations see Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of March 31, 2014 on (a) an actual basis and (b) an as adjusted basis to give effect to (i) the issuance and sale of the New Notes and (ii) the use of the cash proceeds therefrom, including the 2019 Notes Discharge.

The information in this table should be read in conjunction with Selected Historical Financial Information, Management s Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes thereto included elsewhere in this prospectus.

	As of March 31, 2014	
(dollars in millions, except per share data)	**Actual (unaudited)**	**As adjusted (unaudited)**
Cash and cash equivalents(1)	$ 305.2	$ 348.2
Debt:		
Senior secured credit facilities, consisting of the following(2):		
Revolving credit facility(3)		
Term loan due 2017	348.3	348.3
Term loan due 2018	522.4	522.4
2019 Notes	1,100.0	
2020 Notes	550.0	550.0
2021 Notes		650.0
2024 Notes		650.0
Other indebtedness, including capital leases(4)	0.7	0.7
Original issue discount(5)	(8.7)	(8.7)
Total debt	2,512.6	2,712.6
Total stockholders equity:		
Preferred stock, $0.01 par value per share: 200,000,000 shares authorized, no shares issued and outstanding		
Common stock, $0.01 par value per share: 1,300,000,000 shares authorized, 186,199,035 shares issued and shares outstanding	1.9	1.9
Additional paid-in capital	2,107.5	2,107.5
Retained earnings (accumulated deficit)(6)	(913.8)	(984.0)
Accumulated other comprehensive (loss)	(26.2)	(26.2)
Treasury stock, at cost: 961,566 shares	(10.6)	(10.6)
Total stockholders equity	1,158.7	1,088.6
Total capitalization	$ 3,671.3	$ 3,801.2

(1) The proceeds from the sale of the New Notes increased our cash and cash equivalents by approximately $43.0 million, after (i) using a portion of the proceeds to finance the 2019 Notes Discharge and (ii) deducting estimated fees and expenses related to the offering of the New Notes.

(2) The senior secured credit facilities consist of (a) a $400.0 million revolving credit facility maturing January 2017 and (b) a senior secured first lien term loan facility consisting of a $348.3 million tranche maturing January 2017 and a $522.4 million tranche maturing January 2018. See Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus and Management s Discussion and Analysis of Financial Condition and Results of Operations Description of the Senior Secured Credit Facilities.

(3) As of March 31, 2014, we had no outstanding borrowings under and approximately $345.0 million in additional borrowing capacity available under our revolving credit facility after giving effect to $55.0 million of outstanding letters of credit. Our borrowing capacity depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders discretionary

ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally increase borrowing availability.

(4) Certain of our subsidiaries are parties to lines of credit and letters of credit facilities that remained open after closing of the Acquisition Transactions. As of March 31, 2014, there were no borrowings and approximately $11.3 million of borrowing capacity under these lines of credit. We had approximately $4.4 million in letters of credit outstanding and approximately $2.4 million of remaining capacity under these letters of credit facilities.

(5) Original issue discount, net of accumulated accretion, as of March 31, 2014 of $7.6 million related to the term loans and $1.1 million related to the revolving credit facility.

(6) The sale of the New Notes resulted in an estimated increase to our accumulated deficit of $70.2 million related to the after-tax impact of (i) the premium required to redeem the 2019 Notes and (ii) the write-off of deferred financing costs associated with the 2019 Notes.

The table set forth above is based on the number of shares of our common stock outstanding as of March 31, 2014. The table does not reflect:

- 11,268,390 shares of common stock issuable upon the exercise of options outstanding at a weighted average exercise price of $7.26 per share; and

- share units that could, at our option, be settled with 579,506 shares of common stock (assuming a per share price at the time of settlement of $24.68, which was the closing price of our common stock on March 31, 2014) in lieu of cash to settle $14.3 million owed by us under outstanding share units as of March 31, 2014; and

- 17,815,461 shares of common stock reserved for issuance under our 2013 Plan, including 370,733 restricted stock units that were outstanding as of March 31, 2014.

SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets forth our selected historical consolidated financial information. The selected historical consolidated balance sheet data as of December 31, 2013 and 2012 and the selected historical consolidated statements of operations data and cash flow data for the years ended December 31, 2013 and 2012, the period from January 1, 2011 to January 14, 2011 and the period from January 15, 2011 to December 31, 2011 have been derived from our audited consolidated financial statements and notes thereto that appear elsewhere in this prospectus. The selected historical consolidated balance sheet data as of December 31, 2011, 2010 and 2009 and the selected historical consolidated statements of operations data and cash flow data for the years ended December 31, 2010 and 2009 have been derived from the audited consolidated financial statements of CommScope, Inc. and its consolidated subsidiaries not included in this prospectus. The selected historical financial information as of March 31, 2014 and for the three-month periods ended March 31, 2014 and 2013, have been derived from our unaudited interim condensed consolidated financial statements appearing elsewhere in this prospectus. The selected unaudited condensed consolidated balance sheet data as of March 31, 2013 have been derived from our unaudited interim condensed consolidated financial statements not included in this prospectus. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited financial statements and, in the opinion of our management, include all adjustments necessary for a fair presentation of the information set forth herein. Interim financial results are not necessarily indicative of results that may be expected for the full fiscal year or any future reporting period.

On January 14, 2011, funds affiliated with Carlyle completed the Acquisition. Under the terms of the Acquisition, CommScope, Inc. became a wholly owned subsidiary of CommScope Holding Company, Inc. As a result of the application of acquisition accounting, the assets and liabilities of CommScope, Inc. were adjusted to their estimated fair values as of the closing date of the Acquisition. Accordingly, financial information presented in the following table is presented separately for Predecessor and Successor accounting periods (defined below), which relate to the accounting periods preceding and succeeding the completion of the Acquisition. All references to Successor refer to CommScope Holdings and all its consolidated subsidiaries, including CommScope, Inc., for the period subsequent to the Acquisition. All references to Predecessor refer to CommScope, Inc. and all its consolidated subsidiaries for all periods prior to the Acquisition, which operated under a different ownership and capital structure.

Our selected historical consolidated financial information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes thereto included elsewhere in this prospectus.

	Predecessor			**Successor**				
s and shares in thousands, per share data)	**Year ended December 31, 2009**	**Year ended December 31, 2010**	**January 1 January 14, 2011**	**January 15 December 31, 2011**	**Year ended December 31, 2012**	**Year ended December 31, 2013**	**Three months ended March 31, 2013**	**Thr mor end Marc 20**
es	$ 3,024,859	$ 3,188,916	$ 89,016	$ 3,186,446	$ 3,321,885	$ 3,480,117	$ 804,689	$ 93
ng costs and expenses:								
sales	2,159,455	2,251,707	70,753	2,374,357	2,261,204	2,279,177	539,615	59
, general and administrative	404,562	449,875	63,571	517,903	461,149	502,275	108,982	11
ch and development	107,447	119,698	5,277	112,904	121,718	126,431	29,950	3
zation of purchased ble assets(1)	85,217	83,056	3,119	171,229	175,676	174,887	43,280	4
turing costs, net(2)	20,645	59,647	9	18,715	22,993	22,104	1,803	
mpairments(3)				126,057	40,907	45,529	5,634	
ng income (loss)	247,533	224,933	(53,713)	(134,719)	238,238	329,714	75,425	14
xpense, net(4)	(11,227)	(2,835)	(41,421)	(12,924)	(15,379)	(48,037)	(3,441)	(
expense	(125,400)	(103,065)	(76,091)	(187,733)	(188,974)	(208,599)	(45,785)	(4
income	4,648	5,161	85	3,741	3,417	3,107	704	
(loss) before income taxes	115,554	124,194	(171,140)	(331,635)	37,302	76,185	26,903	10
tax benefit (expense)	(37,755)	(80,095)	31,086	79,327	(31,949)	(56,789)	(11,003)	(3
ome (loss)	$ 77,799	$ 44,099	$ (140,054)	$ (252,308)	$ 5,353	$ 19,396	$ 15,900	$ 6
gs (loss) per share:								
	$ 0.91	$ 0.47	$ (1.47)	$ (1.63)	$ 0.03	$ 0.12	$ 0.10	$
.	0.86	0.46	(1.47)	(1.63)	0.03	0.12	0.10	
ed average shares ding:								
	85,091	94,731	95,530	154,400	154,708	160,641	154,881	18
	96,600	96,209	95,530	154,400	155,517	164,013	156,644	19
e Sheet Data of period):								
ash equivalents and rm investments	$ 702,905	$ 706,066	$ 713,491	$ 317,102	$ 264,375	$ 346,320	$ 266,738	$ 30
y, plant and equipment, net	412,388	343,318	341,352	407,557	355,212	310,143	342,401	30
ssets	3,941,316	3,875,452	3,739,145	5,153,189	4,793,264	4,734,055	4,851,640	4,77
ebt	1,544,478	1,346,598	1,345,989	2,563,004	2,470,770	2,514,552	2,568,649	2,51
t(5)	841,573	640,532	632,498	2,245,902	2,206,395	2,168,232	2,301,911	2,20
ockholders equity	1,548,983	1,669,930	1,597,479	1,365,089	1,182,282	1,088,016	1,194,148	1,15
Financial Data:								

h provided by (used in):								
ng activities	$ 483,630	$ 226,287	$ (4,754)	$ 135,749	$ 286,135	$ 237,701	$ (52,855)	$ (3
g activities	(71,951)	14,525	1,259	(3,172,735)	(35,525)	(63,411)	(37,941)	(
ng activities	(167,740)	(191,281)	11,395	2,643,881	(299,522)	(89,669)	95,214	
expenditures	(40,861)	(35,399)	(741)	(38,792)	(27,957)	(36,780)	(6,532)	(

(1) Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of $14.5 million for each of the years ended December 31, 2009 and 2010 due to a change in accounting policy at the time of the Acquisition. Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of $0.5 million for the period from January 1, 2011 to January 14, 2011.

(2) During the year ended December 31, 2009, we recorded net restructuring charges of $20.6 million as a result of integration and cost reduction actions initiated in 2008 to realign and lower our cost structure and improve capacity utilization. During the year ended December 31, 2010, we recorded net restructuring charges of $59.6 million, as a result of our restructuring actions to realign and lower our cost structure, improve capacity utilization and complete integration efforts related to the Andrew acquisition. To achieve these objectives, we closed manufacturing facilities in Omaha, Nebraska and Newton, North Carolina, among other actions. Much of the production capacity from these facilities has been shifted to other existing facilities or contract manufacturers. Beginning in the third quarter of 2011 and continuing into 2014, additional restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities and the closure of certain manufacturing operations in the U.S. Net restructuring costs for the year ended December 31, 2013 reflected a gain of $18.7 million related to the sale of certain assets of the BiMetals business.

(3) During the year ended December 31, 2011, as a result of reduced expectations of future cash flows of reporting units within the Wireless segment, we determined that certain intangible assets were not recoverable and consequently recorded intangible asset impairment charges of $45.9 million and a goodwill impairment charge of $80.2 million. During the year ended December 31, 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location-based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations of future cash flows of this reporting unit, a restructuring action was initiated and certain intangible assets and property, plant and equipment were determined to be impaired. An impairment charge of $35.0 million was recognized. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain equipment was no longer recoverable. An additional impairment charge of $5.9 million was recognized within the Wireless segment. During the year ended December 31, 2013, as a result of lower than expected sales and operating income in the Broadband segment reporting unit, management considered the longer term effect of market conditions and recorded a goodwill impairment charge of $36.2 million. Also during the year ended December 31, 2013 and the three months ended March 31, 2013, within the Wireless segment, we obtained new market data regarding a facility being marketed for sale and recorded an impairment charge of $3.6 million. In addition, we concluded that certain production equipment and intellectual property would no longer be utilized and recorded impairment charges of $5.7 million during the year ended December 31, 2013 and $2.0 million during the three months ended March 31, 2013.

(4) During the years ended December 31, 2009, 2010, 2011, 2012 and 2013 and the three months ended March 31, 2013 and 2014, included foreign exchange losses of $3.4 million, $2.1 million, $10.0 million, $7.0 million, $9.8 million, $0.3 million and $2.3 million, respectively. For the year ended December 31, 2009, the net other expense also included losses of $8.6 million on the induced conversion of convertible debt securities. For the year ended December 31, 2011, net other expense also included $2.5 million of our share of losses in our equity investments and a pretax, non-deductible loss of $41.8 million on the extinguishment of CommScope, Inc. s 3.25% convertible notes. For the year ended December 31, 2012, net other expense included our share of losses in our equity investments of $3.4 million and the impairment of one such investment of $2.6 million. During the year ended December 31, 2013, net other expense included a charge of $33.0 million related to the redemption of $400.0 million of the 2019 Notes, costs related to amending our senior secured credit facilities of $3.3 million, our share of losses in our equity investments of $1.4 million and the impairment of an equity investment of $0.8 million. For the three months ended March 31, 2013 and 2014, net other expense also included our share of losses in our equity investments of $0.9 million and $0.6 million, respectively. Also included in net other expense for the three months ended March 31, 2013 was the write-off of an equity investment of $0.8 million. We also incurred costs of $1.9 million during the three months ended March 31, 2013 related to amending our senior secured credit facilities.

(5) Net debt consists of total debt less cash, cash equivalents and short-term investments.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On July 3, 2013, CommScope acquired Redwood Systems, Inc. (Redwood Systems), a provider of LED lighting solutions and integrated sensor networks for data centers and buildings. Redwood Systems was acquired for an initial payment of $9.8 million with the potential for additional consideration of up to $37.25 million and retention payments of up to $11.75 million, if net sales reach various levels of up to $55.0 million over various periods through July 31, 2015.

The following unaudited pro forma condensed consolidated financial information has been derived from the audited financial statements of CommScope for the year ended December 31, 2013 and the unaudited financial statements of Redwood Systems for the six months ended June 30, 2013 included elsewhere in this prospectus. The unaudited pro forma condensed consolidated statement of operations has been adjusted for the acquisition of Redwood Systems as if it had been completed on January 1, 2013. The pro forma adjustments are based on the best information available and certain assumptions that management believes are reasonable under the circumstances. The assumptions underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed consolidated statement of operations.

The unaudited pro forma condensed consolidated statement of operations is presented for illustrative and informative purposes only and is not intended to represent or be indicative of what CommScope s results of operations would have been had the acquisition of Redwood Systems actually occurred on the date indicated. The unaudited pro forma condensed consolidated financial information should be read in conjunction with the information contained in our audited financial statements and the audited and unaudited financial statements of Redwood Systems included elsewhere herein. The unaudited pro forma condensed consolidated financial information also should not be considered representative of CommScope s future results of operations or financial position.

The transaction was accounted for as an acquisition of Redwood Systems. Under the acquisition method of accounting, the purchase price was allocated to the underlying tangible and intangible assets acquired and liabilities assumed based on their respective estimated fair market values, with the excess purchase price allocated to goodwill. The purchase price allocation was based on estimates of the fair market value of the tangible and intangible assets and liabilities of Redwood Systems. As of the date of this prospectus, the Company has substantially finalized the preliminary purchase price allocation and no further revisions are anticipated.

Unaudited Pro Forma Condensed Consolidated Statement of Operations

For the Fiscal Year Ended December 31, 2013

(In millions, except share and per share amounts)

	CommScope	Redwood	Adjustments	Consolidated
Net sales	$ 3,480.1	$ 3.8	$	$ 3,483.9
Operating costs and expenses:				
Cost of sales	2,279.2	2.8		2,282.0
Selling, general and administrative	502.3	3.6		505.9
Research and development	126.4	2.0	0.1(A)	128.5
Amortization of purchased intangibles	174.9		0.6(B)	175.5
Asset impairment	45.5			45.5
Restructuring costs, net	22.1			22.1
Total operating costs and expenses	3,150.4	8.4	0.7	3,159.5
Operating income	329.7	(4.6)	(0.7)	324.4
Other income (expense), net	(48.0)			(48.0)
Interest expense	(208.6)	(0.3)	0.3(C)	(208.6)
Interest income	3.1			3.1
Income (loss) before income taxes	76.2	(4.9)	(0.4)	70.9
Income tax benefit (expense)	(56.8)		1.8(D)	(55.0)
Net income (loss)	$ 19.4	$ (4.9)	$ 1.4	$ 15.9
Earnings (loss) per share:				
Basic	$ 0.12			$ 0.10
Diluted	$ 0.12			$ 0.10
Weighted average shares outstanding (in millions):				
Basic	160.6			160.6
Diluted	164.0			164.0

See accompanying notes to unaudited pro forma condensed consolidated statement of operations.

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations

(A) Reflects the estimated additional depreciation as a result of increasing the value of Redwood Systems property, plant and equipment to estimated fair value. The allocation among income statement line items is based on Redwood Systems current classification of depreciation expense.

(B) Reflects the estimated amortization of the identifiable intangible assets, based on the preliminary valuation and estimated useful lives.

(C) Represents the reversal of all of the interest expense recognized by Redwood Systems as their outstanding debt was fully repaid in conjunction with the acquisition.

(D) Reflects the income tax impact of the pro forma adjustments and recognition of a tax benefit for the Redwood Systems losses at CommScope s combined federal and state estimated marginal income tax rate of 36.2%.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations covers periods prior and subsequent to the Acquisition Transactions. The accompanying financial information presents separately the Predecessor and Successor accounting periods. To facilitate the discussion of the comparative periods, management presents certain financial information for the year ended December 31, 2011 on a combined basis. The year ended December 31, 2011 combined information includes the effects of purchase accounting and the related financing from the date of the acquisition. The year ended December 31, 2011 combined financial information represents the aggregation of the period from January 1, 2011 until January 14, 2011 and the period from January 15, 2011 until December 31, 2011. The combined financial information does not comply with U.S. GAAP and does not purport either to represent actual results or to be indicative of results we might achieve in future periods. It does not include the pro forma effects of the acquisition as if it had occurred on January 1, 2011. In addition, the following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this prospectus. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Risk Factors and Forward- Looking Statements included elsewhere in this prospectus.

Overview

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help our customers solve communications challenges by providing critical RF solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions.

We serve our customers through three operating segments: Wireless, Enterprise and Broadband. We believe that we are the only company in the world with a significant leadership position in connectivity and essential infrastructure solutions for the wireless, enterprise and residential broadband networks. Through our Andrew brand, we are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions. Through our SYSTIMAX and Uniprise brands, we are the global leader in enterprise connectivity solutions, delivering a complete end-to-end physical layer solution, including connectivity and cables, enclosures, data center and network intelligence software, in-building wireless, advanced LED lighting systems management and network design services for enterprise applications and data centers. We are also a premier manufacturer of coaxial and fiber optic cable for residential broadband networks globally.

During the periods presented below, the primary sources of revenue for our Wireless segment were (i) product sales of primarily passive transmission devices for the wireless infrastructure market including base station and microwave antennas, hybrid fiber-feeder and power cables, coaxial cable connectors and backup power solutions and equipment primarily used by wireless operators, (ii) product sales of active electronic devices and services including power amplifiers, filters and tower-mounted amplifiers and (iii) engineering and consulting services and products like small cell DAS that are used to extend and enhance the coverage of wireless networks in areas where signals are difficult to send or receive such as commercial buildings, urban areas, stadiums and transportation systems. Demand for Wireless segment products depends primarily on capital spending by wireless operators to expand their distribution networks or to increase the capacity of their networks.

The primary source of revenue for our Enterprise segment was sales of optical fiber and twisted pair structured cabling solutions and intelligent infrastructure products and software to large, multinational companies, primarily through a global network of distributors, system integrators and value-added resellers. Demand for Enterprise segment products depends primarily on information technology spending by enterprises, such as communications projects in new data centers, buildings or campuses, building expansions or upgrades of network systems within buildings, campuses or data centers.

During 2013, we acquired iTRACS, a provider of enterprise-class DCIM solutions, for $34.0 million, and Redwood Systems, a provider of advanced LED lighting control and high-density sensor solutions for data centers and buildings, for $22.2 million. The purchase price for Redwood Systems consisted of an initial payment of $9.8 million and contingent consideration with an estimated fair value of $12.4 million as of the acquisition date. The contingent consideration is payable in 2015 and could range from zero to $37.25 million. The amount to be paid for contingent consideration will be based on achievement of sales targets for Redwood Systems products with the maximum level of payout reached with $55.0 million of sales by July 31, 2015. There are also retention amounts payable in 2015 of up to $11.75 million, based on the same revenue targets. See Comparison of results of operations for the three months ended March 31, 2014 (Successor) with the three months ended March 31, 2013 (Successor) Enterprise Segment and Comparison of results of operations for the year ended December 31, 2013 (Successor) with the year ended December 31, 2012 (Successor) Enterprise Segment.

The primary source of revenue for our Broadband segment was product sales to cable television system operators, including cable and communications products that support the multichannel video, voice and high- speed data services of MSOs and coaxial and fiber optic cable for residential broadband networks. Demand for our Broadband segment products depends primarily on capital spending by cable television system operators for maintaining, constructing and rebuilding or upgrading their systems.

Our future financial condition and performance will be largely dependent upon: global spending by wireless operators; global spending by business enterprises on information technology; investment by cable operators and communications companies in the video and communications infrastructure; overall global business conditions; and our ability to manage costs successfully among our global operations. We have experienced significant increases and greater volatility in raw material prices during the past several years as a result of increased global demand, supply disruptions and other factors. We attempt to mitigate the risk of increases in raw material price volatility through effective requirements planning, working closely with key suppliers to obtain the best possible pricing and delivery terms and implementing price increases. Delays in implementing price increases, failure to achieve market acceptance of price increases, or price reductions in response to a rapid decline in raw material costs has in the past and could in the future have a material adverse impact on the results of our operations. Our profitability is also affected by the mix and volume of sales among our various product groups and between domestic and international customers and competitive pricing pressures.

Critical accounting policies and estimates

Our consolidated financial statements have been prepared in conformity with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates and their underlying assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other objective sources. Management bases its estimates on historical experience and on assumptions that are believed to be reasonable under the circumstances and revises its estimates, as appropriate, when changes in events or circumstances indicate that revisions may be necessary.

The following critical accounting policies and estimates reflected in our financial statements are based on management s knowledge of and experience with past and current events and on management s assumptions about future events. While we have generally not experienced significant deviations from our critical estimates in the past, it is reasonably possible that these estimates may ultimately differ materially from actual results. See Note 2 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus for a description of all of our significant accounting policies.

Revenue recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the selling price is fixed or determinable and collectability is reasonably assured. The majority of our revenue comes from product sales. Revenue from product sales is recognized when the risks and rewards of ownership have passed to the customer and revenue is measurable. Revenue is not recognized related to products sold to contract manufacturers that we anticipate repurchasing in order to complete the sale to the ultimate customer.

Revenue for certain of our products is derived from multiple-element contracts. The value of the revenue elements within these contracts is allocated based on the relative selling price of each element. The relative selling price is determined using vendor-specific objective evidence of selling price or other third party evidence of selling price, if available. If these forms of evidence are unavailable, revenue is allocated among elements based on management s best estimate of the stand-alone selling price of each element.

Certain revenue arrangements are for the sale of software and services. Revenue for software products is recognized based on the timing of customer acceptance of the specific revenue elements. The fair value of each revenue element is determined based on vendor-specific objective evidence of fair value determined by the stand-alone pricing of each element. These contracts typically contain post-contract support, or PCS, services which are sold both as part of a bundled product offering and as a separate contract. Revenue for PCS services is recognized ratably over the term of the PCS contract. Other service revenue is typically recognized once the service is performed or over the period of time covered by the arrangement.

We record reductions to revenue for anticipated sales returns as well as customer programs and incentive offerings, such as discounts, allowances, rebates and distributor price protection programs. These estimates are based on contract terms, historical experience, inventory levels in the distributor channel and other factors.

Management generally believes it has sufficient historical experience to allow for reasonable and reliable estimation of these reductions to revenue. However, deteriorating market conditions could result in increased sales returns and allowances and potential distributor price protection incentives, resulting in future reductions to revenue. If management does not have sufficient historical experience to make a reasonable estimation of these reductions to revenue, recognition of the revenue is deferred until management believes there is a sufficient basis to recognize such revenue.

Inventory reserves

We maintain reserves to reduce the value of inventory based on the lower of cost or market principle, including allowances for excess and obsolete inventory. These reserves are based on management s assumptions about and analysis of relevant factors including current levels of orders and backlog, forecasted demand, market conditions and new products or innovations that diminish the value of existing inventories. If actual market conditions deteriorate from those anticipated by management, additional allowances for excess and obsolete inventory could be required.

Product warranty reserves

We recognize a liability for the estimated claims that may be paid under our customer warranty agreements to remedy potential deficiencies of quality or performance of our products. The product warranties extend over periods ranging from one to twenty-five years from the date of sale, depending upon the product subject to the warranty. We record a provision for estimated future warranty claims based upon the historical relationship of warranty claims to sales and specifically identified warranty issues. We base our estimates on historical experience and on assumptions that are believed to be reasonable under the circumstances and revise our estimates, as appropriate, when events or changes in circumstances indicate that revisions may be necessary. Although these estimates are based on management s knowledge of and experience with past and current events and on management s assumptions about future events, it is reasonably possible that they may ultimately differ materially from actual results, including in the case of a significant product failure.

Tax valuation allowances, liabilities for unrecognized tax benefits and other tax reserves

We establish an income tax valuation allowance when available evidence indicates that it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we consider the amounts, character, source and timing of expected future deductions or carryforwards and sources of taxable income that may enable utilization. We maintain an existing valuation allowance until sufficient positive evidence exists to support its reversal. Changes in the amount or timing of expected future deductions or taxable income may have a material impact on the level of income tax valuation allowances. If we determine that we will not be able to realize all or part of a deferred tax asset in the future, an increase to an income tax valuation allowance would be charged to earnings in the period such determination was made.

We recognize income tax benefits related to particular tax positions only when it is considered more likely than not that the tax position will be sustained if examined on its technical merits by tax authorities. The amount of benefit recognized is the largest amount of tax benefit that is evaluated to be greater than 50% likely to be realized. Considerable judgment is required to evaluate the technical merits of various positions and to evaluate the likely amount of benefit to be realized. Lapses in statutes of limitations, developments in tax laws, regulations and interpretations and changes in assessments of the likely outcome of uncertain tax positions could have a material impact on the overall tax provision.

We establish deferred tax liabilities for the estimated tax cost associated with foreign earnings that we do not consider permanently reinvested. These liabilities are subject to adjustment if we determine that foreign earnings previously considered to be permanently reinvested should no longer be so considered.

We also establish allowances related to value added and similar tax recoverables when it is considered probable that those assets are not recoverable. Changes in the probability of recovery or in the estimates of the amount recoverable are recognized in the period such determination is made and may be material to earnings.

Asset impairment reviews

Impairment reviews of goodwill

We test goodwill for impairment annually as of October 1 and on an interim basis when events occur or circumstances indicate the carrying value may no longer be recoverable. Goodwill is evaluated at the reporting unit level, which may be the same as a reportable segment or a level below a reportable segment. Step one of the goodwill impairment test is a comparison of the carrying value of a reporting unit to its estimated fair value. We estimate the fair value of a reporting unit through the use of a discounted cash flow, or DCF, valuation model. The significant assumptions in the DCF model are the annual revenue growth rate, the annual operating income margin and the discount rate used to determine the present value of the cash flow projections. Among other inputs, the annual revenue growth rate and operating income margin are determined by management using historical performance trends, industry data, insight derived from customers, relevant changes in the reporting unit s underlying business and other market trends that may affect the reporting unit. The discount rate is based on the estimated weighted average cost of capital as of the test date of market participants in the industry in which the reporting unit operates. The assumptions used in the DCF model are subject to significant judgment and uncertainty. Changes in projected revenue growth rates, projected operating income margins or estimated discount rates due to uncertain market conditions, loss of one or more key customers, changes in technology, or other factors, could result in one or more of our reporting units with a significant amount of goodwill failing step one of the goodwill impairment test in the future. It is possible that future impairment reviews may indicate additional impairments of goodwill, which could be material to our results of operations and financial position. Our historical or projected revenues or cash flows may not be indicative of actual future results.

The goodwill balances by reporting unit as of March 31, 2014, December 31, 2013 and December 31, 2012 were as follows (in millions):

Reportable segment	Reporting unit	March 31, 2014	December 31, 2013	December 31, 2012
Wireless	Cable Products	$ 280.1	$ 280.1	$ 280.1
Wireless	Base Station Antennas	169.2	168.3	172.0
Wireless	Microwave Antenna Group	131.1	131.1	131.1
Wireless	Distributed Coverage and Capacity Solutions	161.4	161.4	161.4
Enterprise	Enterprise	653.8	659.5	636.5
Broadband	Broadband	50.1	50.1	92.8
Total		$ 1,445.7	$ 1,450.5	$ 1,473.9

2013 Annual Goodwill Analysis

The annual test of goodwill was performed for each of the reporting units with goodwill balances as of October 1, 2013. The test was performed using a DCF valuation model. Based on the estimated fair values generated by our DCF models, no reporting units failed step one of the annual goodwill impairment test.

A summary of the excess (deficit) of estimated fair value over (under) the carrying value of the reporting unit as a percent of the carrying value as of the annual impairment test dates and the effect of changes in the key assumptions, assuming all other assumptions remain constant, is as follows:

		Excess (deficit) of estimated fair value over (under) the carrying value as a percent of carrying value			
Reportable segment	Reporting unit	Actual valuation	Decrease of 0.5% in annual revenue growth rate	Decrease of 0.5% in annual operating income margin	Increase of 0.5% in discount rate
Wireless	Cable Products	42.3%	39.7%	38.2%	35.7%
Wireless	Base Station Antennas	60.3	57.5	56.2	53.7
Wireless	Microwave Antenna Group	7.9	5.8	4.5	2.0
Wireless	Distributed Coverage and Capacity Solutions	139.7	134.7	134.8	127.6
Enterprise	Enterprise	48.9	45.6	45.1	39.4
Broadband	Broadband	7.4	6.3	2.1	3.4

The weighted average discount rates used in the 2013 annual test were 11.8% for the Wireless reporting units and 11.0% for both the Enterprise and Broadband reporting units. These discount rates were slightly lower than those used in the 2012 annual goodwill impairment test.

2013 Interim Goodwill Analysis

During the first six months of 2013, the Broadband segment experienced lower than expected levels of sales and operating income. Management considered these results and the longer term effect of market conditions on the continued operations of the business and determined that an indicator of possible impairment existed. A step one goodwill impairment test was performed using a DCF valuation model. Based on the estimated fair values generated by the DCF model, the Broadband segment did not pass step one of the interim goodwill impairment test. Accordingly, a step two analysis was completed and a $36.2 million impairment charge was recorded. The goodwill impairment charge resulted primarily from lower projected operating results than those assumed during the 2012 annual impairment test. The weighted average discount rate used in the interim impairment test for the Broadband reporting unit was 11.0% compared to 11.5% that was used in the 2012 annual goodwill impairment test.

2012 Annual goodwill analysis

The annual test of goodwill was performed using a DCF valuation model for each of the reporting units with goodwill balances as of October 1, 2012. Based on the estimated fair values generated by our DCF models, no reporting units failed step one of the goodwill impairment test.

A summary of the excess (deficit) of estimated fair value over (under) the carrying value of the reporting unit as a percent of the carrying value as of the annual impairment test dates and the effect of changes in the key assumptions, assuming all other assumptions remain constant, is as follows:

		Excess (deficit) of estimated fair value over (under) the carrying value as a percent of carrying value			
Reportable segment	**Reporting unit**	**Actual valuation**	**Decrease of 0.5% in annual revenue growth rate**	**Decrease of 0.5% in annual operating income margin**	**Increase of 0.5% in discount rate**
Wireless	Cable Products	1.6%	0.9%	(0.7)%	(2.6)%
Wireless	Base Station Antennas	2.3	1.5	(0.3)	(1.9)
Wireless	Microwave Antenna Group	4.2	3.2	1.6	(0.7)
Wireless	Distributed Coverage and Capacity Solutions	42.0	39.9	39.3	35.4
Enterprise	Enterprise	45.5	43.2	43.1	37.3
Broadband	Broadband	14.3	13.8	10.7	9.4

The weighted average discount rates used in the 2012 annual test were 12.4% for the Wireless reporting units and 11.5% for both the Enterprise and Broadband reporting units. These discount rates were generally slightly lower than those used in the 2011 annual goodwill impairment test.

2011 Annual Goodwill Analysis

During 2011, we recorded goodwill impairment charges of $45.5 million and $34.7 million related to the Wireline and Microwave Antenna Group reporting units, respectively. The goodwill impairment charge resulted primarily from cash flow projections that were lower than those used in the purchase price allocation performed as of January 14, 2011.

Definite-Lived Intangible Assets and Other Long-Lived Assets

Management reviews definite-lived intangible assets, investments and other long-lived assets for impairment when events or changes in circumstances indicate that their carrying values may not be fully recoverable. This analysis differs from our goodwill impairment analysis in that an intangible asset impairment is only deemed to have occurred if the sum of the forecasted undiscounted future net cash flows related to the assets being evaluated is less than the carrying value of the assets. If the forecasted net cash flows are less than the carrying value, then the asset is written down to its estimated fair value. Changes in the estimates of forecasted net cash flows may cause additional asset impairments, which could result in charges that are material to our results of operations. The net carrying value of our definite-lived intangible assets was $1.4 billion and $1.6 billion as of December 31, 2013 and 2012, respectively.

During 2013, we recorded a $3.6 million impairment charge on a facility that was being marketed for sale and a $5.7 million pretax impairment charge for certain production equipment and intellectual property that will no longer be utilized. Both of these impairment charges were recorded in our Wireless segment.

During 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations, due in part to reduced expectations of customer demand, certain intangible assets and property, plant and equipment were determined to be impaired. We recognized a pretax impairment charge of $35.0 million. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain production equipment was no longer recoverable. We recognized an additional pretax impairment charge of $5.9 million within the Wireless segment.

During 2011, as a result of reduced expectations of future cash flows from certain intangible assets identified in the Acquisition, we determined that these assets were impaired, and we recognized a pretax impairment charge in our Wireless segment of $45.9 million.

Results of operations

The following table sets forth for the periods indicated, the consolidated statements of income items expressed as a percentage of total net sales.

	Predecessor	Successor			Successor		
	January 1 January 14, 2011	January 15 December 31, 2011	Combined Year ended December 31, 2011	Year ended December 31, 2012	Year ended December 31, 2013	Three months ended March 31, 2013	Three months ended March 31, 2014
Gross profit	20.6%	25.5%	25.4%	31.9%	34.5%	32.9%	36.1%
Selling, general and administrative expense	71.5	16.3	17.8	13.9	14.4	13.5	12.1
Research and development expense	6.0	3.5	3.6	3.7	3.6	3.7	3.4
Amortization of purchased intangible assets	3.5	5.4	5.3	5.3	5.0	5.4	4.7
Restructuring costs, net		0.6	0.6	0.7	0.6	0.2	0.2
Asset impairments		4.0	3.8	1.2	1.3	0.7	
Net interest expense	85.4	5.8	7.9	5.6	5.9	5.6	4.4
Other expense, net	46.5	0.4	1.7	0.5	1.4	0.4	0.3
Income tax (expense) benefit	34.9	2.5	3.4	(1.0)	(1.6)	(1.4)	(4.0)
Net income (loss)	(157.4)	(7.9)	(12.0)	0.2	0.6	2.0	6.9

Comparison of results of operations for the three months ended March 31, 2014 (Successor) with the three months ended March 31, 2013 (Successor)

	Successor					
	Three months ended March 31, 2013		Three months ended March 31, 2014		2014 compared to 2013	
(dollars in millions)	Amount	% of net sales	Amount	% of net sales	$ change	% change
Net sales	$ 804.7	100%	$ 935.0	100%	$ 130.3	16.2%
Gross profit	265.1	32.9	337.7	36.1	72.6	27.4
SG&A expense	109.0	13.5	113.0	12.1	4.0	3.7
R&D expense	30.0	3.7	31.9	3.4	1.9	6.3
Amortization of purchased intangible assets	43.3	5.4	44.3	4.7	1.0	2.3
Restructuring costs, net	1.8	0.2	2.0	0.2	0.2	11.1

Asset impairments	5.6	0.7			(5.6)	(100.0)
Net interest expense	45.1	5.6	41.2	4.4	(3.9)	(8.6)
Other expense, net	3.4	0.4	3.2	0.3	(0.2)	(5.9)
Income tax expense	11.0	1.4	37.7	4.0	26.7	242.7
Net income	$ 15.9	2.0%	$ 64.5	6.9%	$ 48.6	305.7%

Net sales. The year-over-year increase in net sales for the three months ended March 31, 2014 was due to substantially higher net sales in our Wireless segment and modestly higher net sales in our Enterprise segment. This sales growth was partially offset by lower net sales in our Broadband segment. As compared to the first quarter of 2013, net sales for the first quarter of 2014 were higher in most geographic regions, with particular strength in the U.S. and EMEA regions. The increases in these regions were somewhat offset by lower net sales in the CALA region. Foreign exchange rate changes had a slightly negative impact on net sales for the three months ended March 31, 2014 as compared to the same 2013 period. For further details by segment, see the section titled Segment Results below.

Gross profit (net sales less cost of sales).The improvement in gross profit and gross profit margin for the three months ended March 31, 2014 as compared to the comparable prior year period was primarily due to higher sales volumes, a favorable change in the mix of products sold and benefits from cost savings initiatives.

Selling, general and administrative expense. Selling, general and administrative, or SG&A, expense increased for the three months ended March 31, 2014 as compared to the corresponding 2013 period due to increases in cash incentive compensation expense and incremental costs from iTRACS and Redwood Systems which were acquired in 2013. In addition, we incurred $0.9 million of transaction costs during the first quarter of 2014, related to the secondary offering of our common stock held by affiliates of Carlyle. Offsetting these higher costs was a $5.4 million reduction of SG&A expense resulting from an adjustment to the estimated fair value of contingent consideration payable related to the Redwood Systems acquisition.

Research and development. Research and development, or R&D, expense was higher for the three months ended March 31, 2014 as compared to the comparable prior year period. The increase in R&D expense for the three months ended March 31, 2014 was primarily due to incremental costs from iTRACS and Redwood Systems. R&D expense as a percentage of net sales for the three months ended March 31, 2014 was lower than the prior year period, mainly as a result of higher net sales. R&D activities generally relate to ensuring that our products are capable of meeting the developing technological needs of our customers, bringing new products to market and modifying existing products to better serve our customers.

Amortization of purchased intangible assets. The amortization of purchased intangible assets was $1.0 million higher in the three months ended March 31, 2014 as compared to the prior year period, primarily due to additional amortization resulting from the acquisitions of iTRACS and Redwood Systems in 2013.

Restructuring costs. We recognized net restructuring costs of $2.0 million during the three months ended March 31, 2014 compared with $1.8 million during the three months ended March 31, 2013. The restructuring costs recognized in 2014 were primarily related to consolidating operations following the announced closings of manufacturing operations at two locations in the U.S. and continued efforts to realign and lower our cost structure. The 2013 restructuring costs were primarily related to workforce reductions and other cost reduction initiatives at various U.S. and international facilities.

We expect to incur additional pretax costs of $2.0 million to $3.0 million in 2014 related to completing actions announced to date. We expect to recognize an additional restructuring charge in the second half of 2014 related to the lease agreement at our Joliet, Illinois facility once operations cease at that facility and that charge may be material. However, we cannot currently estimate the charge. Additional restructuring actions may be identified and resulting charges and cash requirements could be material.

Asset impairments. We recognized impairment charges of $5.6 million in the three months ended March 31, 2013 related to long-lived assets in the Wireless segment.

Net interest expense. We incurred net interest expense of $41.2 million during the three months ended March 31, 2014 compared to $45.1 million for the three months ended March 31, 2013. Net interest expense for the first quarter of 2014 included $9.5 million of interest related to the 2020 Notes. Net interest expense for the first quarter of 2013 included a $0.5 million write-off of deferred financing costs and original issue discount that resulted from amending our senior secured term loan facility primarily to lower the interest rate. Excluding the charges related to last year s refinancing, net interest expense decreased in the current year quarter as compared to the corresponding prior year period, primarily due to a favorable shift to lower rate debt, slightly lower debt balances and interest savings resulting from the amendments to the senior secured term loan facility.

Our weighted average effective interest rate on outstanding borrowings, including the amortization of deferred financing costs and original issue discount, was 6.73% as of March 31, 2014, 6.89% as of December 31, 2013 and 6.92% as of March 31, 2013.

Other expense, net. Foreign exchange losses of $2.3 million were included in other expense, net for the three months ended March 31, 2014 compared to $0.3 million for the three months ended March 31, 2013. Other expense, net for the three months ended March 31, 2014 included our share of losses in our equity investments of $0.6 million compared to $0.9 million for the three months ended March 31, 2013. Also included in other expense, net for the three months ended March 31, 2013 was the write-off of one such equity investment of $0.8 million. Additionally, we incurred costs of $1.9 million that were included in other expense, net for the first quarter of 2013 related to amending our term loan facility.

Income taxes. Our effective income tax rate of 36.9% for the first quarter of 2014 was higher than the statutory rate of 35% primarily due to losses in certain jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable, increases in valuation allowances on certain tax attributes, the provision for state income taxes and certain tax costs associated with repatriation of foreign earnings. These items were partially offset by benefits related to uncertain tax positions for which the statutes had lapsed and the $5.4 million pretax reduction in the estimated fair value of contingent consideration payable, which is not subject to tax.

Our effective income tax rate of 40.9% for the three months ended March 31, 2013 was higher than the statutory rate and did not reflect benefits for losses in certain foreign jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable. The effective tax rate for the first quarter of 2013 included a benefit for 2012 research and development tax credits as a result of legislation enacted early in 2013. This benefit was offset by additional expense related to uncertain tax positions and certain tax costs associated with repatriation of foreign earnings. Excluding these items, the effective tax rate was comparable to the statutory rate of 35%.

We expect to continue to provide for U.S. taxes on a substantial portion of our current year foreign earnings in anticipation that such earnings will be repatriated to the U.S.

Segment results

	Successor					
	Three months ended March 31, 2013		Three months ended March 31, 2014		2014 compared to 2013	
(dollars in millions)	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**$ change**	**% change**
Net sales by segment:						
Wireless	$ 496.5	61.7%	$ 627.2	67.1%	$ 130.7	26.3%
Enterprise	191.8	23.8	201.5	21.5	9.7	5.1
Broadband	118.1	14.7	107.5	11.5	(10.6)	(9.0)
Inter-segment eliminations	(1.7)	(0.2)	(1.2)	(0.1)	0.5	
Consolidated net sales	$ 804.7	100.0%	$ 935.0	100.0%	$ 130.3	16.2%
Total domestic sales	$ 453.5	56.4%	$ 562.9	60.2%	$ 109.4	24.1%
Total international sales	351.2	43.6	372.1	39.8	20.9	6.0
Total worldwide sales	$ 804.7	100.0%	$ 935.0	100.0%	$ 130.3	16.2%
Operating income (loss) by segment:						
Wireless	$ 62.4	12.6%	$ 127.6	20.3%	$ 65.2	104.5%
Enterprise	15.4	8.0	22.6	11.2	7.2	46.8
Broadband	(2.4)	(2.0)	(3.7)	(3.4)	(1.3)	NM
Consolidated operating income (loss)	$ 75.4	9.4%	$ 146.5	15.7%	$ 71.1	94.3%

NM Not meaningful

Wireless segment

We provide merchant RF wireless network connectivity solutions and small cell DAS solutions. Our solutions, marketed primarily under the Andrew brand, enable wireless operators to deploy both macro cell sites and small cell DAS solutions to meet 2G, 3G and 4G cellular coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Our small cell DAS solutions are primarily composed of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

The Wireless segment experienced a substantial increase in net sales for the three months ended March 31, 2014 as compared to the comparable period in the prior year primarily as a result of higher capital spending by U.S. wireless operators, including 4G deployments. The Wireless segment recorded higher sales in all major geographic regions except the CALA region in the first quarter of 2014 as compared to the first quarter of 2013. Foreign exchange rate changes had a negligible negative impact on Wireless segment net sales for the three months ended March 31, 2014 as compared to the same period in 2013.

We expect demand for our Wireless products to be positively affected by wireless coverage and capacity expansion in emerging markets and growth in mobile data services (including 4G deployments) in developed markets.

Uncertainty in the global economy or a particular region may slow the growth or cause a decline in capital spending by wireless operators and negatively impact our net sales.

Wireless segment operating income increased $65.2 million for the three months ended March 31, 2014 as compared to the comparable period in the prior year primarily due to the higher level of net sales, with additional benefit from favorable mix of products sold and the benefit of cost reduction initiatives. These benefits were partially offset by higher cash incentive compensation expense. In addition, the Wireless segment recorded asset impairment charges of $5.6 million in the first quarter of 2013 and no such charges were recorded in 2014.

Enterprise segment

We provide enterprise connectivity solutions for data centers and commercial buildings. Our offerings include voice, video, data and converged solutions that support mission-critical, high-bandwidth applications including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions, sold primarily under the SYSTIMAX and Uniprise brands, include optical fiber and twisted pair structured cabling solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

Enterprise segment net sales increased for the three months ended March 31, 2014 in the U.S., CALA and APAC regions as compared to the comparable prior year period. Enterprise segment net sales were essentially unchanged in the EMEA region for the first quarter of 2014 as compared to the first quarter of 2013. The iTRACS and Redwood Systems acquisitions had an immaterial impact on sales in the first quarter of 2014. Foreign exchange rate changes had a negligible negative impact on Enterprise segment net sales for the three months ended March 31, 2014 as compared to the comparable 2013 period.

We expect long-term demand for Enterprise products to be driven by global information technology and data center spending as the ongoing need for bandwidth and intelligence in the network continues to create demand for high-performance structured connectivity solutions in the enterprise market. Uncertain global economic conditions, an ongoing slowdown in commercial construction activity, uncertain levels of information technology spending and reductions in the levels of distributor inventories may negatively affect demand for our products.

The increase in Enterprise segment operating income for the three months ended March 31, 2014 as compared to the prior year period was primarily attributable to higher net sales, a favorable shift in mix, the positive impact of cost reduction initiatives and a $5.4 million reduction in expense related to the adjustment of the estimated fair value of contingent consideration payable from the Redwood Systems acquisition. Excluding the positive impact of this adjustment to contingent consideration payable, iTRACS and Redwood Systems decreased operating income for the first quarter of 2014 by $4.5 million, as investments are made to develop product offerings and integrate the acquired businesses.

Broadband segment

We provide cable and communications products that support the multi-channel video, voice and high-speed data services provided by MSOs. We are a global manufacturer of coaxial cable for hybrid fiber coaxial networks and a supplier of fiber optic cable for North American MSOs.

Broadband segment net sales decreased for the three months ended March 31, 2014 as compared to the comparable prior year period in the CALA and EMEA regions, while net sales were essentially unchanged in the U.S. and the APAC region. Foreign exchange rate changes had a negligible negative impact on Broadband segment net sales for the three months ended March 31, 2014 as compared to the prior year period.

We expect demand for Broadband products to continue to be influenced by ongoing maintenance requirements of cable networks, cable providers competition with telecommunication service providers and activity in the residential construction market. Spending by our Broadband customers on maintaining and upgrading networks is expected to continue to be influenced by uncertain regional and global economic conditions.

The Broadband segment recorded a larger operating loss during the three months ended March 31, 2014 than the prior year period primarily due to the impact of lower net sales and incremental costs associated with the closure of our Statesville, North Carolina facility. These unfavorable impacts were partially offset by benefits from cost reduction initiatives. We continue to evaluate alternatives to improve the performance of the Broadband segment. Future actions taken to improve performance could result in charges that may be material.

Comparison of results of operations for the year ended December 31, 2013 (Successor) with the year ended December 31, 2012 (Successor)

	Successor					
	Year ended December 31, 2012		Year ended December 31, 2013		2013 compared to 2012	
(dollars in millions)	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**$ change**	**% change**
Net sales	$ 3,321.9	100.0%	$ 3,480.1	100.0%	$ 158.2	4.8%
Gross profit	1,060.7	31.9	1,200.9	34.5	140.2	13.2
SG&A expense	461.1	13.9	502.3	14.4	41.2	8.9
R&D expense	121.7	3.7	126.4	3.6	4.7	3.9
Amortization of purchased intangible assets	175.7	5.3	174.9	5.0	(0.8)	(0.5)
Restructuring costs, net	23.0	0.7	22.1	0.6	(0.9)	(3.9)
Asset impairments	40.9	1.2	45.5	1.3	4.6	11.2
Net interest expense	185.6	5.6	205.5	5.9	19.9	10.7
Other expense, net	15.4	0.5	48.0	1.4	32.6	211.7
Income tax expense	31.9	1.0	56.8	1.6	24.9	78.1
Net income	$ 5.4	0.2%	$ 19.4	0.6%	$ 14.0	259.3%

Net sales. The increase in net sales for 2013 compared to 2012 was primarily attributable to higher sales to domestic wireless operators in the Wireless segment as they continued to expand 4G coverage and capacity. This increase was partially offset by lower net sales in the Broadband and Enterprise segments. In addition to the growth in the U.S., net sales were higher in the CALA and EMEA regions partially offset by lower sales in the APAC region for 2013 compared with 2012. Foreign exchange rates negatively affected net sales by less than 1% for 2013 as compared to 2012. Acquisitions had an immaterial favorable effect on 2013 net sales. For further details by segment, see the section titled Segment Results below.

Gross profit (net sales less cost of sales). Gross profit and gross profit margin increased for 2013 primarily due to higher sales volumes, a favorable change in the mix of products sold and benefits from cost savings initiatives. Cost of sales for 2013 and 2012 included charges of $2.1 million and $8.9 million, respectively, related to a warranty matter within the Broadband segment for products sold in 2006 and 2007.

Our gross profit margin for 2013 was 34.5% compared to 31.9% for the prior year. The higher gross profit margin for 2013 is primarily due to higher net sales, favorable changes in the mix of products sold, the benefit of cost savings initiatives and the impact of a favorable commodities environment.

Selling, general and administrative expense. SG&A expense increased for 2013 compared to 2012 primarily as a result of the $20.2 million fee paid to terminate the Carlyle management agreement, incremental SG&A costs from the iTRACS and Redwood Systems acquisitions, additional sales expense in certain target markets and increases in incentive compensation costs. These costs were partially offset by benefits from cost reduction initiatives and a decrease in bad debt expense.

Research and development. R&D expense was higher for 2013 compared to 2012 primarily due to R&D spending added by the iTRACS and Redwood Systems acquisitions that was partially offset by the benefit of cost savings initiatives, which included the closure in 2012 of a facility in New Jersey. R&D expense as a percentage of net sales for 2013 was essentially unchanged compared to 2012. R&D activities generally relate to ensuring that our products are capable of meeting the developing technological needs of our customers, bringing new products to market and modifying existing products to better serve our customers.

Amortization of purchased intangible assets. The amortization of purchased intangible assets was $0.8 million lower in 2013 than 2012 due to the impairment that was recognized on certain intangible assets in 2012, partially offset by the additional amortization resulting from the acquisitions of iTRACS and Redwood Systems. The

amortization is primarily related to intangible assets established as a result of applying acquisition accounting following the 2011 Carlyle acquisition of CommScope, Inc.

Restructuring costs, net. We recognized net restructuring costs of $22.1 million during 2013 compared with $23.0 million during 2012. Restructuring costs of $40.8 million in 2013 were partially offset by a gain of $18.7 million on the sale of certain assets of our BiMetals business in the Broadband segment. The costs incurred in 2013 were primarily from the announced closing of two manufacturing operations in the U.S. and costs incurred to consolidate a portion of those operations into our existing facilities, as well as workforce reductions in a continued effort to realign and lower our cost structure. The restructuring costs recognized in 2012 were primarily related to announced workforce reductions at certain domestic and international facilities.

We expect to incur additional pretax costs of $5.0 million to $6.0 million in 2014 related to completing actions announced to date. We also anticipate an additional restructuring charge, that may be material, related to the leased manufacturing space at the Joliet, Illinois facility that is expected to be vacated in 2014. Additional restructuring actions may be identified and resulting charges and cash requirements could be material.

Asset impairments. We recognized impairment charges of $45.5 million in 2013 consisting of a $36.2 million impairment of goodwill in the Broadband segment and a $9.3 million impairment of long-lived assets in the Wireless segment. We recognized impairment charges of $40.9 million in 2012 related to long-lived assets in the Wireless segment. It is possible that we may incur additional asset impairment charges in future periods.

Net interest expense. We incurred net interest expense of $205.5 million for 2013 compared to $185.6 million for 2012. Interest expense on the 2020 Notes issued in May 2013 was $22.5 million during 2013. In addition, interest expense for 2013 included a write-off of deferred financing costs of $7.9 million related to the redemption of $400.0 million of the 2019 Notes with the net proceeds of the Company s IPO. As a result of amending our senior secured term loans and making a voluntary term loan repayment of $100.0 million during 2013, interest expense included a write-off of deferred financing costs and original issue discount of $3.4 million. Partially offsetting these increases were interest savings from rate reductions that resulted from the term loan amendments. Interest expense for 2012 included a $3.1 million write-off of deferred financing costs and original issue discount related to amendments to the senior secured term loan and asset-based revolving credit facility completed during 2012.

Our weighted average effective interest rate on outstanding borrowings, including the amortization of deferred financing costs and original issue discount and assuming the cash interest rate on the 2020 Notes, was 6.89% as of December 31, 2013 and 7.33% as of December 31, 2012.

Other expense, net. In connection with the redemption of $400.0 million of the 2019 Notes in 2013, we paid a premium of $33.0 million that was recorded in other expense, net. Foreign exchange losses of $9.8 million were included in other expense, net for 2013 compared to $7.0 million for 2012. We incurred costs of $3.3 million during 2013 related to amending our senior secured term loans compared to costs of $1.7 million during 2012 related to the amendments of our senior secured term loan and revolving credit facility. Also included in other expense, net for 2013 was the Company s share of losses in our equity investments of $1.4 million as compared to $3.4 million in 2012. Additionally, other expense, net included the impairment of one such investment of $0.8 million and $2.6 million for 2013 and 2012, respectively.

Income taxes. For 2013, the effective income tax rate included the impact of a $36.2 million goodwill impairment charge that is not deductible for income tax purposes. In addition to the impairment charge, the effective tax rate for

2013 reflected increases in valuation allowances and losses in certain foreign jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable.

The effective income tax rate for 2012 was affected by various true-up items related to prior year tax returns, changes in valuation allowances and additional tax expense related to income tax uncertainties. In addition to these items, the effective income tax rate for the prior year was also impacted by losses in certain foreign jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable.

Excluding the items listed above, the effective income tax rate for 2013 and 2012 was higher than the statutory rate of 35% primarily due to the provision for state income taxes and certain tax costs associated with repatriation of foreign earnings. We generally expect that our effective income tax rate will continue to reflect a minimal benefit from lower tax rates on operations outside the U.S. due to our expectation that a significant portion of earnings from such operations will be repatriated to the U.S.

Segment results. Our three reportable segments, which align with the manner in which the business is managed, are Wireless, Enterprise and Broadband. Percentages may not sum to 100% due to rounding.

	Successor					
	Year ended December 31, 2012		Year ended December 31, 2013		2013 compared to 2012	
(dollars in millions)	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**$ change**	**% change**
Net sales by segment:						
Wireless	$ 1,917.1	57.7%	$ 2,174.2	62.5%	$ 257.1	13.4%
Enterprise	846.5	25.5	827.9	23.8	(18.6)	(2.2)
Broadband	564.0	17.0	484.6	13.9	(79.4)	(14.1)
Inter-segment eliminations	(5.7)	(0.2)	(6.6)	(0.2)	(0.9)	15.8
Consolidated net sales	$ 3,321.9	100.0%	$ 3,480.1	100.0%	$ 158.2	4.8%
Total domestic sales	$ 1,754.3	52.8	$ 1,903.0	54.7	$ 148.7	8.5
Total international sales	1,567.6	47.2	1,577.1	45.3	9.5	0.6
Total worldwide sales	$ 3,321.9	100.0%	$ 3,480.1	100.0%	$ 158.2	4.8%
Operating income (loss) by segment:						
Wireless	$ 106.7	5.6%	$ 303.4	14.0%	$ 196.7	184.3
Enterprise	119.6	14.1	66.7	8.1	(52.9)	(44.2)
Broadband	11.9	2.1	(40.4)	(8.3)	(52.3)	NM
Consolidated operating income (loss)	$ 238.2	7.2%	$ 329.7	9.5%	$ 91.5	38.4

NM Not meaningful

Wireless segment

We are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions. Our solutions, marketed primarily under the Andrew brand, enable wireless operators to deploy both macro cell sites and small cell DAS solutions to meet 2G, 3G and 4G cellular coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Our small cell DAS solutions are primarily comprised of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

The Wireless segment net sales increased in all major geographic regions for 2013 compared to 2012. Net sales growth was particularly strong in the U.S. as a result of higher investment in 4G/LTE solutions by U.S. wireless operators. Sales to a major Middle Eastern wireless operator also benefited Wireless segment net sales in 2013. Foreign exchange rate changes had a negligible negative impact on Wireless segment net sales for 2013 compared to 2012.

We expect demand for our Wireless products to continue to be positively affected by wireless coverage and capacity expansion in emerging markets and growth in mobile data services (including 4G deployments) in developed markets. Uncertainty in the global economy or a particular region may slow the growth or cause a decline in capital spending by wireless operators and negatively impact our net sales.

Wireless segment operating income increased $196.7 million in 2013 as compared to 2012 primarily due to the higher level of net sales, a favorable mix of products sold and the benefit of cost reduction initiatives. In addition to these improvements, the Wireless segment also experienced a $31.6 million reduction in asset impairment charges. These increases to operating income were partially offset by the portion of the Carlyle management agreement termination fee that was allocated to the Wireless segment ($11.6 million) and $2.4 million of higher restructuring charges.

Enterprise segment

We are the global leader in enterprise connectivity solutions for data centers and commercial buildings. We provide voice, video, data and converged solutions that support mission-critical, high-bandwidth applications, including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions, sold primarily under the SYSTIMAX and Uniprise brands, include optical fiber and twisted pair structured cabling solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

The Enterprise segment experienced a decrease in net sales for 2013 compared to 2012 primarily due to lower net sales in the APAC and EMEA regions that were partially offset by an increase in sales in the CALA region. Enterprise segment net sales in North America were essentially unchanged in 2013 as compared to 2012. Net sales for 2013 that resulted from the 2013 acquisitions of iTRACS and Redwood Systems were not significant to the Enterprise segment. Foreign exchange rate changes had a negligible negative impact on Enterprise segment net sales for 2013 as compared to 2012.

We expect long-term demand for Enterprise products to be driven by global information technology spending and the ongoing need for bandwidth, which creates demand for high-performance structured cabling solutions in the enterprise market. Uncertain global economic conditions, an ongoing slowdown in commercial construction activity, uncertain levels of information technology spending and reduction in the levels of distributor inventories may negatively affect demand for our products.

The decrease in Enterprise segment operating income for 2013 as compared to 2012 was primarily attributable to lower sales (mainly resulting from an increase in discounting for certain projects), $4.8 million of higher restructuring costs, the allocation of $5.4 million of the Carlyle management agreement termination fee and the impact of iTRACS and Redwood Systems, as investments are made to develop product offerings and integrate the acquired businesses.

Broadband segment

We are a global leader in providing cable and communications products that support the multichannel video, voice and high-speed data services provided by MSOs. We believe we are the leading global manufacturer of coaxial cable for HFC networks and a leading supplier of fiber optic cable for North American MSOs.

Broadband segment net sales decreased for 2013 as compared to 2012 in all major geographic regions primarily as a result of the completion of large international projects and the impact of decreased U.S. federal stimulus spending. Foreign exchange rate changes had a negligible negative impact on Broadband segment net sales for 2013 as compared to 2012.

We expect demand for Broadband products to continue to be influenced by ongoing maintenance requirements of cable networks, cable providers competition with telecommunication service providers and activity in the residential construction market. Spending by our Broadband customers on maintaining and upgrading networks is expected to continue, though it may be influenced by the extent to which residential construction activity improves and by continued uncertain regional and global economic conditions.

Broadband segment operating income decreased $52.3 million in 2013 compared to 2012 primarily due to goodwill impairment charges of $36.2 million in 2013, lower sales volumes, less favorable pricing and mix of products sold and the allocation of $3.2 million of the Carlyle management agreement termination fee. These decreases were partially offset by an $8.1 million reduction in net restructuring costs, which included an $18.7 million gain on the sale of certain assets of the BiMetals business. Broadband segment operating income (loss) for 2013 and 2012 included charges of $2.1 million and $8.9 million, respectively, related to a warranty matter for products sold in 2006 and 2007.

Comparison of results of operations for the year ended December 31, 2012 (Successor) with the combined periods January 15 December 31, 2011 (Successor) and January 1 January 14, 2011 (Predecessor)

	Predecessor		Successor					
	January 1 January 14, 2011		January 15 December 31, 2011		Year ended December 31, 2012		2012 compared to combined 2011	
(dollars in millions)	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**$ change**	**% change**
Net sales	$ 89.0	100.0%	$ 3,186.4	100.0%	$ 3,321.9	100.0%	$ 46.5	1.4%
Gross profit	18.3	20.6	812.1	25.5	1,060.7	31.9	230.3	27.7
SG&A expense	63.6	71.5	517.9	16.3	461.1	13.9	(120.4)	(20.7)
R&D expense	5.3	6.0	112.9	3.5	121.7	3.7	3.5	3.0
Amortization of purchased intangible assets	3.1	3.5	171.2	5.4	175.7	5.3	1.4	0.8
Restructuring costs, net			18.7	0.6	23.0	0.7	4.3	23.0
Asset impairments			126.1	4.0	40.9	1.2	(85.2)	(67.6)
Net interest expense	76.0	85.4	184.0	5.8	185.6	5.6	(74.4)	(28.6)
Other expense, net	41.4	46.5	12.9	0.4	15.4	0.5	(38.9)	(71.6)
Income tax (expense) benefit	31.1	34.9	79.3	2.5	(31.9)	(1.0)	(142.3)	NM
Net income	$ (140.1)	(157.4)%	$ (252.3)	(7.9)%	$ 5.4	0.2%	$ 397.8	NM

NM Not meaningful

Net sales. The increase in net sales during 2012 compared to 2011 was attributable to our Wireless and Broadband segments, which included $72.1 million of incremental sales from the 2011 acquisitions of Argus and LiquidxStream Systems Inc., or LiquidxStream Systems. Offsetting these improvements was a decrease in Enterprise segment net sales. Strong net sales in the U.S. were partially offset by lower net sales in the EMEA and CALA regions. Foreign exchange rates negatively affected net sales by approximately 1% for 2012 as compared to 2011. For further details by segment, see the section titled Segment results below.

Gross profit (net sales less cost of sales). Cost of sales for 2012 included charges of $8.9 million related to a warranty matter within the Broadband segment for products sold in 2006 and 2007. Cost of sales for 2011 included the negative impact of $106.0 million of purchase accounting adjustments, primarily related to the increase in cost of sales resulting from the step-up of inventory to its estimated fair value less the estimated costs associated with its sale. Also included in 2011 cost of sales was a litigation charge of $7.0 million related to a settlement of a lawsuit.

Our gross profit margin for 2012 was 31.9% compared to 25.4% for the prior year. Excluding the impact of the warranty charge, purchase accounting adjustments and the litigation charge, gross profit for 2012 and 2011 was 32.2% and 28.8%, respectively. The higher adjusted gross profit margin for 2012 is primarily due to the impact of lower raw materials costs, the benefit of cost savings initiatives and favorable changes in the mix of products sold.

Selling, general and administrative expense. SG&A expense for 2012 decreased as compared to 2011 primarily as the result of acquisition-related costs of $132.6 million incurred in 2011 as well as the impact of cost reduction initiatives on 2012. These benefits were partially offset by higher incentive compensation costs during 2012. Excluding the acquisition-related costs, SG&A as a percentage of net sales was 13.7% for 2011. The increase in SG&A as a percentage of sales for 2012 as compared to the prior year period is due to higher incentive compensation costs partially offset by the positive impact of cost reduction initiatives on 2012.

Research and development. R&D expense was slightly higher for 2012 as compared to 2011. R&D expense as a percentage of net sales increased to 3.7% for 2012 compared to 3.6% for 2011, primarily due to the acquisitions during 2011 of LiquidxStream Systems and Argus.

Amortization of purchased intangible assets. The amortization of purchased intangible assets was $1.4 million higher in 2012 as compared to 2011 primarily as a result of additional amortization related to the acquisitions of Argus and LiquidxStream Systems as well as recognizing a full first quarter of amortization in 2012 as compared to a partial first quarter in 2011 related to the Acquisition. These increases were partially offset by a decrease in amortization due to impairments of certain intangible assets recorded in the fourth quarter of 2011 and the third quarter of 2012. The amortization is primarily related to intangible assets established as a result of applying purchase accounting following the Acquisition.

Restructuring costs, net. We recognized net pretax restructuring costs of $23.0 million during 2012 compared with $18.7 million in 2011. The restructuring costs recognized in 2012 were primarily related to announced workforce reductions at certain domestic and international facilities. The restructuring costs recognized in 2011 were primarily related to restructuring actions that were initiated in 2011 and have resulted in workforce reductions, mainly at certain manufacturing facilities. Equipment relocation costs and adjustments to the estimated cost of workforce reductions that were related to restructuring initiatives that began in 2010 were also recognized as restructuring costs in 2011.

Net interest expense. We incurred net interest expense of $185.6 million during 2012 compared to $260.0 million for 2011. As a result of amending the term loan facility and revolving credit facility during 2012, interest expense included the write-off of $3.1 million of original issue discount and deferred financing costs. Net interest expense for 2011 included a charge of $48.0 million for the interest make-whole payment related to the repayment of CommScope, Inc. s 3.25% convertible notes and $26.0 million related to the write-off of deferred financing costs in connection with the repayment of the pre-Acquisition debt. Excluding these charges, net interest expense decreased in 2012 compared to 2011 as a result of decreased levels of outstanding debt and lower interest rates on outstanding borrowings.

Other expense, net. Foreign exchange losses of $7.0 million and $10.0 million are included in net other expense for 2012 and 2011, respectively. Also included in net other expense for 2012 are our share of losses in our equity investments of $3.4 million and the impairment of one such investment of $2.6 million. For 2011, net other expense included $2.5 million of our share of losses in our equity investments. Net other expense for 2011 includes a pretax, non-deductible loss of $41.8 million on the extinguishment of CommScope, Inc. s 3.25% convertible notes.

Income taxes. The effective income tax rate for 2012 was higher than the statutory rate of 35% primarily due to certain tax costs associated with repatriation of foreign earnings, not reflecting benefits for current year losses in certain jurisdictions where we have determined that these benefits are not likely to be realized and various true- up items related to prior year U.S., state and foreign tax returns.

The effective income tax rate for 2011 included the impact of $89.8 million of acquisition-related costs that are not deductible for tax purposes as well as $126.1 million of goodwill and other intangible asset impairment charges for which we recognized $16.7 million in income tax benefits. The income tax benefit for 2011 was affected by increases in the valuation allowance and additional tax expense recognized related to income tax uncertainties.

Segment results. As a result of implementing a new product management structure as of the beginning of 2012, we reorganized our reportable segments. Our three reportable segments, which align with the manner in which the business is managed, are Wireless, Enterprise and Broadband. Prior year amounts have been restated to conform to the current year presentation. Percentages may not sum to 100% due to rounding.

	Predecessor		**Successor**					
	January 1 January 14, 2011		**January 15 December 31, 2011**		**Year ended December 31, 2012**		**2012 compared to combined 2011**	
(dollars in millions)	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**Amount**	**% of net sales**	**$ change**	**% change**
Net sales by segment:								
Wireless	$ 52.5	59.0%	$ 1,774.1	55.7%	$ 1,917.1	57.7%	$ 90.5	5.0%
Enterprise	23.1	26.0	881.6	27.7	846.5	25.5	(58.2)	(6.4)
Broadband	13.6	15.2	536.4	16.8	564.0	17.0	14.0	2.5
Inter-segment eliminations	(0.2)	(0.2)	(5.7)	(0.2)	(5.7)	(0.2)	0.2	NM
Consolidated net sales	$ 89.0	100.0%	$ 3,186.4	100.0%	$ 3,321.9	100.0%	$ 46.5	1.4%
Total domestic sales	$ 45.1	50.7	$ 1,638.2	51.4	$ 1,754.3	52.8	$ 71.0	4.2
Total international sales	43.9	49.3	1,548.2	48.6	1,567.6	47.2	(24.5)	(1.5)
Total worldwide sales	$ 89.0	100.0%	$ 3,186.4	100.0%	$ 3,321.9	100.0%	$ 46.5	1.4%
Operating income (loss) by segment:								
Wireless	$ (34.2)	(65.1)%	$ (213.4)	(12.0)%	$ 106.7	5.6%	$ 354.3	NM
Enterprise	(12.6)	(54.5)	85.6	9.7	119.6	14.1	46.6	63.8
Broadband	(6.9)	(50.7)	(6.9)	(1.3)	11.9	2.1	25.7	NM
Consolidated operating income (loss)	$ (53.7)	(60.3)%	$ (134.7)	(4.2)%	$ 238.2	7.2%	$ 426.6	NM

NM Not meaningful

Wireless segment

Net sales of Wireless segment products increased primarily as a result of $67.1 million of incremental net sales from the Argus acquisition, and higher investment in 4G/LTE solutions by telecommunication providers, particularly in the U.S., during 2012. Foreign exchange rate changes had a negative impact on segment net sales of approximately 2% for 2012 as compared to 2011.

The increase in operating income for the Wireless segment for 2012 as compared to 2011 reflects the negative impact of $79.8 million of purchase accounting adjustments included in the 2011 operating loss. The operating loss for 2011 also included incremental acquisition-related costs of $75.1 million, a litigation charge of $7.0 million related to the settlement of a lawsuit, incremental charges related to impairments of long-lived assets of $85.2 million and a gain of $2.2 million related to the sale of a product line. Operating income for 2012 included a gain of $1.5 million on the sale of a subsidiary and a charge of $2.0 million related to prior years customs and duties obligations. Restructuring charges were $8.6 million higher in 2012 as compared to 2011 while amortization of purchased intangible assets decreased $2.8 million for 2012 as compared to the prior year period. Excluding these items, Wireless segment operating income increased for 2012 as compared to 2011 primarily as a result of higher sales, favorable change in the mix of products sold, the impact of lower materials costs and the benefit of cost reduction initiatives partially offset by higher incentive compensation costs.

Enterprise segment

Enterprise segment net sales decreased primarily due to a slowdown in corporate and government information technology spending in all major geographic regions. Foreign exchange rate changes had a negative impact on Enterprise segment net sales of approximately 1% for 2012 as compared to the prior year.

The increase in Enterprise segment operating income for 2012 as compared 2011 was primarily due to a $32.8 million decrease of acquisition-related costs compared to prior year as well as the negative effect of $16.8 million of purchase accounting adjustments recognized in 2011. Also included in 2012 operating income is an increase of $2.6 million in amortization of purchased intangible assets partially offset by a decrease of $0.9 million in restructuring costs. Excluding these items, Enterprise segment operating income was essentially unchanged for 2012 as compared to 2011. Lower net sales and an unfavorable change in the mix of products sold were offset by lower materials costs and benefits from cost reduction initiatives implemented during 2011 and 2012.

Broadband segment

Broadband segment net sales increased due to higher sales in the U.S. and APAC region that were partially offset by a decrease in the EMEA and CALA regions. Foreign exchange rate changes had a negative impact on Broadband segment sales of approximately 1% for 2012 as compared to the prior year.

The increase in Broadband segment operating income for 2012 was primarily due to an $18.3 million decrease of acquisition-related costs as well as $8.7 million of purchase accounting adjustments for 2011 partially offset by $8.9 million of 2012 warranty charges for products sold in 2006 and 2007. Amortization of purchased intangible assets included in the Broadband segment was $1.6 million higher in 2012 than in the prior year primarily as a result of the LiquidxStream Systems acquisition. Restructuring costs for the 2012 were lower by $3.5 million than in 2011.

Excluding these items and despite higher R&D expense to support LiquidxStream Systems, Broadband segment operating income for 2012 as compared to 2011 increased primarily due to lower materials costs and benefits from cost reduction efforts.

Liquidity and Capital Resources

Three months ended March 31, 2014 (Successor) compared to three months ended March 31, 2013 (Successor)

The following table sets forth, as of the dates indicated, certain key measures of our liquidity and capital resources:

(dollars in millions)	As of December 31, 2013	As of March 31, 2014	Dollar change	% change
Cash and cash equivalents	$ 346.3	$ 305.2	$ (41.1)	(11.9)%
Working capital(1), excluding cash and cash equivalents and current portion of long-term debt of $9.5 million and $9.1 million, respectively	523.2	673.0	149.8	28.6
Availability under revolving credit facility	308.7	345.0	36.3	11.8
Long-term debt, including current portion	2,514.6	2,512.6	(2.0)	(0.1)
Total capitalization(2)	3,602.6	3,671.3	68.7	1.9
Long-term debt, including current portion, as a percentage of total capitalization	69.8%	68.4%		

(1) Working capital consists of current assets of $1,547.0 million less current liabilities of $577.9 million as of March 31, 2014. Working capital consists of current assets of $1,453.4 million less current liabilities of $593.4 million as of December 31, 2013.
(2) Total capitalization includes long-term debt, including the current portion, and stockholders equity.

Our principal sources of liquidity on a short-term basis are cash and cash equivalents, cash flows provided by operations and availability under credit facilities. On a long-term basis, our potential sources of liquidity also include raising capital through the issuance of debt and/or equity. The primary uses of liquidity include funding working capital requirements (primarily inventory and accounts receivable, net of accounts payable and other accrued liabilities), debt service requirements (including voluntary debt payments), capital expenditures, acquisitions, payment of certain restructuring costs, and pension and other postretirement obligations.

The decrease in cash and cash equivalents during the first three months of 2014 was primarily driven by the use of cash to fund operations. The increase in working capital, excluding cash and cash equivalents and current portion of long-term debt is primarily due to the increase in the levels of accounts receivable resulting from higher net sales in the first quarter of 2014 as compared with the fourth quarter of 2013 and higher inventory expected to be needed to meet demand in the second and third quarters. The slight decrease in long-term debt as compared to December 31, 2013 was primarily the result of mandatory payments under our senior secured term loan facility. The net change in total capitalization during the first three months of 2014 primarily reflects current year earnings.

Cash flow overview

The following table sets forth, for the periods indicated, net cash flows provided by (used in) operating, investing and financing activities:

(in millions)	Three Months Ended March 31, 2013	Three Months Ended March 31, 2014	Dollar change
Net cash used in operating activities	$ (52.9)	$ (35.5)	$ 17.4
Net cash used in investing activities	$ (37.9)	$ (5.4)	$ 32.5
Net cash generated by financing activities	$ 95.2	$ 0.9	$ (94.3)

Operating Activities

During the three months ended March 31, 2014, $35.5 million of cash was used in operating activities compared to $52.9 million during the three months ended March 31, 2013. Less cash was used to fund operations during the first quarter of 2014 as compared to the first quarter of 2013 due to improved operating performance partially offset by higher working capital requirements. In particular, accounts receivable increased period over period as a result of higher net sales. This use of cash was partially offset by lower cash paid for interest, which reflects a favorable shift to lower rate debt and changes in the timing of certain interest payments.

We expect to generate net cash from operating activities during the remainder of 2014. The first quarter is generally the weakest cash generation quarter of the year.

Investing Activities

Investment in property, plant and equipment during the first quarter of 2014 was $6.7 million and primarily related to supporting improvements to manufacturing operations as well as investments in information technology (including internally developed software). We currently expect total capital expenditures of $40 million to $45 million in 2014.

During the first quarter of 2013, we paid $34.0 million related to the acquisition of iTRACS. We received $4.7 million in April 2014 related to the final determination of the iTRACS purchase price.

Financing Activities

During the three months ended March 31, 2014, we made a required payment of $2.2 million under our senior secured term loans. We also borrowed and repaid $15.0 million under our $400 million revolving credit facility.

As of March 31, 2014, availability under our revolving credit facility was approximately $345.0 million, reflecting a borrowing base of $400.0 million reduced by $55.0 million of letters of credit issued under the revolving credit facility. During the first quarter of 2014, we received proceeds of $2.0 million and recognized $1.5 million of excess tax benefits related to the exercise of stock options.

During the first quarter of 2013, we amended our senior secured term loan primarily to lower the interest rate. The amendment resulted in the repayment of $32.0 million to certain lenders who exited the senior secured term loan and the receipt of $32.0 million in proceeds from new lenders and existing lenders who increased their positions. We also borrowed $135.0 million and repaid $35.0 million under the revolving credit facility and repaid $2.5 million of our senior secured term loan during the three months ended March 31, 2013.

Future Cash Needs

We expect that our primary future cash needs will be debt service, funding working capital requirements, capital expenditures, paying certain restructuring costs, tax payments (including the cost of repatriation), and funding pension and other postretirement benefit obligations. We paid $6.8 million of restructuring costs during the first three months of 2014 and expect to pay an additional $15.0 million to $17.0 million by 2015 related to restructuring actions that have been initiated. Any future restructuring actions would likely require additional cash expenditures and such requirements may be material. As of March 31, 2014, we have an unfunded obligation related to pension and other postretirement benefits of $36.6 million. We made contributions of $1.0 million to our pension and other postretirement benefit plans during the three months ended March 31, 2014 and currently expect to make additional contributions of $18.3 million during the balance of 2014. These contributions include those required to comply with an agreement with the PBGC. We expect that our noncurrent employee benefit liabilities will be funded from existing cash balances and cash flow from future operations. In addition to the $9.8 million we paid in July 2013 for the acquisition of Redwood Systems, we may be required to pay up to an additional $49.0 million of additional consideration and retention payments in 2015 if certain net sales targets are met. We expect to pay the interest on the 2020 Notes in cash during 2014. We may also pay existing debt or repurchase our 2020 Notes, 2021 Notes and 2024 Notes, if market conditions are favorable and the applicable indenture permits such repayment or repurchase. We may also pursue additional strategic acquisition opportunities, which may impact our future cash requirements.

Although there are no financial maintenance covenants under the terms of our 2020 Notes, 2021 Notes or 2024 Notes, there is a limitation, among other limitations, on certain future borrowings based on an adjusted leverage ratio or a fixed charge coverage ratio. These ratios are based on financial measures similar to Adjusted EBITDA as presented in this prospectus, which also give pro forma effect to certain events, including acquisitions, synergies and cost savings initiatives. For the twelve months ended March 31, 2014, our pro forma adjusted EBITDA as measured pursuant to our notes indentures was $755.9 million, which included the impact of cost reduction initiatives ($24.5 million) and acquisitions (a loss of $1.6 million) so that their impacts are fully reflected in the twelve-month period used in the calculation of the ratios. In addition to limitations under our notes indentures, our senior secured credit facilities contain customary negative covenants. We are currently in compliance with the covenants under our senior secured credit facilities.

As of March 31, 2014, approximately 73% of our cash and cash equivalents was held outside the United States. Income taxes have been provided on foreign earnings to repatriate substantially all of this cash. We do not anticipate significant incremental income tax expense related to repatriating existing cash balances. However, the cash tax requirements to repatriate existing funds may vary from year to year.

We believe that our existing cash, cash equivalents and cash flows from operations, combined with availability under our revolving credit facility, will be sufficient to meet our presently anticipated future cash needs. We currently hold 2.2 million shares of Hydrogenics Corporation and we may sell a substantial portion of that investment. We may, from time to time, increase borrowings under our revolving credit facility or issue securities, if market conditions are favorable, to meet our future cash needs or to reduce our borrowing costs.

Year ended December 31, 2013 (Successor) compared to year ended December 31, 2012 (Successor)

The following table sets forth, as of the dates indicated, certain key measures of our liquidity and capital resources:

(dollars in millions)	As of December 31, 2012	December 31, 2013	Dollar change	% change
Cash and cash equivalents	$ 264.4	$ 346.3	$ 81.9	31.0%
Working capital(1), excluding cash and cash equivalents and current portion of long-term debt of $10.8 million and $9.5 million, respectively	484.0	523.2	39.2	8.1
Availability under revolving credit facility	330.8	308.7	(22.1)	(6.7)
Long-term debt, including current portion	2,470.8	2,514.6	43.8	1.8
Total capitalization(2)	3,653.1	3,602.6	(50.5)	(1.4)
Long-term debt as a percentage of total capitalization	67.6%	69.8%		

(1) Working capital consists of current assets of $1,453.4 million less current liabilities of $593.4 million as of December 31, 2013. Working capital consists of current assets of $1,287.3 million less current liabilities of $549.6 million as of December 31, 2012.

(2) Total capitalization includes long-term debt, including the current portion, and stockholders equity.

The increase in cash and cash equivalents during 2013 was primarily driven by cash flow from operations and proceeds from our initial public offering, net of debt paydowns, capital expenditures and investments in acquisitions. During 2013, we used net proceeds from the issuance of $550.0 million of the 2020 Notes along with existing liquidity to pay $550.0 million in distributions to our shareholders and option holders. Also during 2013, we used the net proceeds from our IPO to redeem $400.0 million of the 2019 Notes. In addition, we made a voluntary repayment of $100.0 million on our senior secured term loans. The increase in long-term debt was primarily the result of the issuance of $550.0 million of the 2020 Notes, substantially offset by debt repayments. The decrease in total capitalization was primarily the result of the distributions to shareholders and option holders partially offset by the net proceeds from the initial public offering and the net increase in long-term debt.

Cash flow overview

The following table sets forth, for the periods indicated, net cash flows provided by (used in) operating, investing and financing activities:

(in millions)	Year ended December 31 2012	2013	Dollar change	% change
Net cash generated by (used in) operating activities	$ 286.1	$ 237.7	$ (48.4)	(16.9)%
Net cash generated by (used in) investing activities	$ (35.5)	$ (63.4)	$ (27.9)	78.6%
Net cash generated by (used in) financing activities	$ (299.5)	$ (89.7)	$ 209.8	(70.1)%

Operating Activities

During 2013, operating activities generated $237.7 million of cash compared to $286.1 million during 2012. The decrease in cash flow from operations for 2013 was primarily due to an increase in working capital, the payment of a premium of $33.0 million related to the redemption of $400.0 million of the 2019 Notes, $20.2 million paid to terminate our management agreement with Carlyle and $27.2 million in higher cash interest paid, which mainly resulted from the interest on the 2020 Notes and an acceleration of interest upon the $400.0 million redemption of the 2019 Notes. These outflows were partially offset by improved operating results.

Uses of cash during 2013 included $199.3 million paid for interest, $80.9 million paid for taxes, $23.6 million paid to fund pension and postretirement benefit obligations and a combined increase in inventories and accounts receivable of $74.0 million. These uses of cash were more than offset by positive operating results and an increase of $57.6 million in accounts payable and other accrued liabilities.

We currently do not expect a significant change in working capital requirements in 2014. We expect higher cash interest related to the 2020 Notes to be more than offset by the impact of lower debt balances and lower interest rates resulting from the term loan amendments. Cash paid for taxes is dependent upon the geographic mix of earnings and the cost of repatriation, both of which can vary from year to year.

Investing Activities

During 2013, we paid $43.8 million related to our acquisitions of iTRACS and Redwood Systems. We also paid $12.0 million during 2013 in connection with the 2011 acquisition of Argus. We received proceeds of $26.7 million during 2013 from the sale of businesses or subsidiaries. This primarily related to the sale of our BiMetals business in 2013 and additional proceeds received from the 2012 sale of our filter manufacturing subsidiary in Shenzhen, China. These proceeds are included in other investing activities on the Consolidated Statements of Cash Flows for the year ended December 31, 2013.

Investment in property, plant and equipment during 2013 was $36.8 million and primarily related to supporting improvements to manufacturing operations as well as investments in information technology (including internally developed software). We currently expect total capital expenditures of $40 million to $45 million in 2014.

Financing Activities

In May 2013, we issued $550.0 million in principal amount of the 2020 Notes for net proceeds of $538.8 million. The net proceeds from the note issuance were combined with existing liquidity to pay distributions of $550.0 million to our shareholders and option holders. Although we have paid cash dividends from time to time in the past while we were a privately-held company, we do not currently intend to pay cash dividends in the foreseeable future. The declaration and payment of any dividends in the future may be limited by contractual restrictions, including covenants under the indentures governing our senior notes and senior secured credit facilities.

In October 2013, we received net proceeds of $434.0 million from the issuance of common stock in connection with our initial public offering. The net proceeds from the IPO were used to redeem $400.0 million of the 2019 Notes.

In March and December 2013, we amended our senior secured term loan facility, which resulted in the repayment of $172.3 million to certain lenders who exited our term loan syndicate and the receipt of $172.3 million in proceeds from new lenders and existing lenders who increased their positions.

In connection with the December amendment, we made a voluntary repayment of $100.0 million. Also during 2013, we made scheduled repayments of $9.7 million under our senior secured term loans and borrowed and repaid $225.0 million under our senior secured revolving credit facility. As of December 31, 2013, remaining availability under our $400.0 million revolving credit facility was approximately $308.7 million, reflecting a borrowing base of $362.8 million reduced by $54.1 million of outstanding letters of credit.

During 2012, we paid a dividend of $200.0 million to our shareholders. Also during 2012, we amended our senior secured term loan and asset-based revolving credit facilities and the amendment process resulted in the repayment of $104.6 million to certain lenders who exited the senior secured term loan and the receipt of $104.6 million in proceeds from new lenders and existing lenders who increased their positions. We also made net repayments of $71.5 million ($205.0 million of additional borrowings and $276.5 million of repayments) under the revolving credit facility and made scheduled repayments of $10.0 million on our senior secured term loan during 2012.

Year ended December 31, 2012 (Successor) compared to year ended December 31, 2011 (Combined Predecessor and Successor)

The following table summarizes certain key measures of our liquidity and capital resources:

(dollars in millions)	As of December 31 2011	2012	Dollar change	% change
Cash and cash equivalents	$ 317.1	$ 264.4	$ (52.7)	(16.6)%
Working capital(1), excluding cash and cash equivalents and current portion of long-term debt of $12.3 million and $10.8 million, respectively	548.8	484.0	(64.8)	(11.8)
Availability under revolving credit facility	182.1	330.8	148.7	81.7
Long-term debt, including current portion	2,563.0	2,470.8	(92.2)	(3.6)
Total capitalization(2)	3,928.1	3,653.1	(275.0)	(7.0)
Long-term debt, including current portion, as a percentage of total capitalization	65.2%	67.6%		

(1) Working capital consists of current assets of $1,367.3 million less current liabilities of $513.7 million as of December 31, 2011. Working capital consists of current assets of $1,287.3 million less current liabilities of $549.6 million as of December 31, 2012.

(2) Total capitalization includes long-term debt, including the current portion, and stockholders equity.

Cash flow overview

(dollars in millions)	Predecessor January 1 January 14, 2011	Successor January 15 December 31, 2011	Year ended December 31, 2012	2012 compared to combined 2011 Dollar change	% change
Net cash generated by (used in) operating activities	$ (4.8)	$ 135.7	$ 286.1	$ 155.2	118.6%
Net cash generated by (used in) investing activities	$ 1.3	$ (3,172.7)	$ (35.5)	$ 3,135.9	NM
Net cash generated by (used in) financing activities	$ 11.4	$ 2,643.9	$ (299.5)	$ (2,954.8)	(111.3)%

NM Not meaningful

Operating activities

During 2012, operating activities generated $286.1 million of cash compared to $131.0 million during 2011. The improvement in cash flow from operations for 2012 was primarily due to $105.9 million of costs related to the Acquisition that reduced 2011 cash flow from operations as well as $15.1 million paid to settle our interest rate swap liability during 2011. Cash flow from operations during 2012 benefitted from a decrease in working capital and better operating results which were partially offset by increases of $57.3 million, $38.7 million and $13.3 million in interest paid, taxes paid and contributions to our pension and postretirement benefit plans, respectively.

During 2012, uses of cash included $172.1 million paid for interest, $81.1 million paid for taxes, $34.1 million paid to fund pension and postretirement benefit obligations and an increase in accounts receivable of $15.9 million. These uses of cash were offset by positive operating results and an increase of $45.8 million in accounts payable and other liabilities and a decrease in inventories of $18.2 million.

Investing activities

During 2012, we paid $12.2 million in connection with the Argus acquisition and received proceeds, net of cash sold, of $4.0 million from the sale of our filter manufacturing subsidiary in Shenzhen, China. These proceeds are included in other investing activities on the Consolidated Statements of Cash Flows for the year ended December 31, 2012.

Investment in property, plant and equipment in 2012 was $28.0 million and primarily related to supporting improvements to manufacturing operations as well as investments in information technology (including internally developed software).

During 2011 we paid $3.0 billion to acquire the outstanding shares of CommScope, Inc. and $62.1 million to settle equity based compensation awards in connection with the Acquisition. We also paid $38.5 million (net of cash acquired) and $45.6 million (net of cash acquired) to acquire LiquidxStream Systems and Argus, respectively, and invested $39.5 million in property, plant and equipment.

Financing activities

During 2012, we paid a dividend of $200.0 million to our shareholders. Also during 2012, we amended our term loan facility and revolving credit facility primarily to lower the interest rates and extend the term on the revolving credit facility. The amendment process resulted in the repayment of $104.6 million to certain lenders who exited the term loan facility and revolving credit facility syndicates and the receipt of $104.6 million in proceeds from new lenders and existing lenders who increased their positions. We also made voluntary net repayments of $71.5 million ($205.0 million of additional borrowings and $276.5 million of repayments) under the revolving credit facility and made scheduled repayments of $10.0 million of our term loan facility during 2012. As of December 31, 2012, remaining availability under our $400 million revolving credit facility was approximately $330.8 million, reflecting a borrowing base of $364.2 million reduced by $33.4 million of letters of credit issued under the revolving credit facility.

To finance the Acquisition during 2011, we borrowed $2.71 billion and received an equity contribution of $1.61 billion from Carlyle and certain members of management. We paid $87.0 million in financing costs associated with Acquisition-related debt. In connection with the Acquisition, we repaid $1.05 billion of our previous senior secured term loans and paid $377.3 million to redeem our 3.25% convertible notes (composed of $287.5 million of face value and $89.8 million of additional cash that holders were entitled to receive as a result of the Acquisition). During 2011, we borrowed an additional $15.0 million under our revolving credit facility and repaid $158.5 million.

Future cash needs

We expect that our primary future cash needs will be debt service, funding working capital requirements, capital expenditures, paying certain restructuring costs, tax payments (including the cost of repatriation), and funding pension and other postretirement benefit obligations. We paid $31.4 million of restructuring costs during 2013 and expect to pay an additional $23 million to $26 million by 2015 related to restructuring actions that have been initiated. Any future restructuring actions would likely require additional cash expenditures and such requirements may be material. As of December 31, 2013, we have an unfunded obligation related to pension and other postretirement benefits of $37.0 million. We made contributions of $23.6 million and $1.0 million to our pension and other postretirement benefit plans during 2013 and the three months ended March 31, 2014, respectively, and currently expect to make additional contributions of $18.3 million during the balance of 2014. These contributions include those required to comply with an agreement with the PBGC. We expect that our noncurrent employee benefit liabilities will be funded from existing cash balances and cash flow from future operations. In addition to the $9.8 million we paid in July 2013 for the acquisition of Redwood Systems, we may be required to pay up to an additional $49.0 million of additional consideration and retention payments in 2015 if certain net sales targets are met. We may also pay existing debt or repurchase the 2020 Notes, 2021 Notes or 2024 Notes, if market conditions are favorable and the applicable indenture permits such repayment or repurchase. We may also pursue additional strategic acquisition opportunities, which may impact our future cash requirements.

As of December 31, 2013, approximately 72% of our cash and cash equivalents was held outside the United States. Income taxes have been provided on foreign earnings to repatriate substantially all of this cash. We do not anticipate significant incremental tax expense related to repatriating existing cash balances. However, the cash tax requirements to repatriate existing funds may vary from year to year.

We believe that our existing cash, cash equivalents and cash flows from operations, combined with availability under our revolving credit facility, will be sufficient to meet our presently anticipated future cash needs over the next twelve months. We may, from time to time, increase borrowings under our revolving credit facility or issue securities, if market conditions are favorable, to meet our future cash needs or to reduce our borrowing costs.

Description of the Senior Secured Credit Facilities

Revolving credit facilities

In connection with the Acquisition Transactions, we entered into senior secured asset-based revolving credit facilities, consisting of a tranche A revolving credit facility available to our U.S. subsidiaries designated as co-borrowers therein, or the U.S. Borrowers, and a tranche B revolving credit facility available to the U.S. Borrowers and to certain of our non-U.S. subsidiaries, or the European Co-Borrowers. Our revolving credit facilities provide for revolving loans and letters of credit in an aggregate amount of up to $250 million for the tranche A revolving credit facility and up to $150 million for the tranche B revolving credit facility, in each case, subject to borrowing base capacity. Letters of credit are limited to $130 million for tranche A and tranche B in the aggregate. Subject to certain conditions, the revolving credit facilities may be expanded by up to $150 million in the aggregate in additional commitments. Loans under the tranche A revolving credit facility are denominated in U.S. dollars and loans under the tranche B revolving credit facility may be denominated, at our option, in either U.S. dollars, euros, pounds sterling or Swiss francs. JPMorgan Chase Bank, N.A. acts as administrative agent for the tranche A revolving credit facility and collateral agent for the revolving credit facilities, and J.P. Morgan Europe Limited acts as administrative agent for the tranche B revolving credit facility. Each revolving credit facility matures in January 2017. We use borrowings under our revolving credit facilities to fund working capital and for other general corporate purposes, including permitted acquisitions and other investments. We amended and restated our revolving credit facility in March 2012 to, among other things, reduce pricing and certain fees. As of March 31, 2014, we had no outstanding borrowings under our revolving credit facilities and $55.0 million of outstanding letters of credit.

Borrowings under our revolving credit facilities are limited by several jurisdictionally-specific borrowing base calculations based on the sum of specified percentages of eligible accounts receivable and, in certain instances, eligible inventory minus the amount of any applicable reserves. Borrowings bear interest at a floating rate, which (i) in the case of tranche A loans can be either adjusted Eurodollar rate plus an applicable margin or, at our option, a base rate plus an applicable margin, and (ii) in the case of tranche B loans shall be adjusted Eurodollar rate plus an applicable margin. We may borrow only up to the lesser of the level of our then-current respective borrowing bases and our committed maximum borrowing capacity of $400 million in the aggregate. Our ability to draw under our revolving credit facilities or issue letters of credit thereunder is conditioned upon, among other things, our delivery of prior written notice of a borrowing or issuance, as applicable, our ability to reaffirm the representations and warranties contained in our credit agreements and the absence of any default or event of default under our revolving credit facilities.

Our obligations under the revolving credit facilities are guaranteed by us and all of our direct and indirect wholly owned U.S. subsidiaries (subject to certain permitted exceptions based on immateriality thresholds of aggregate assets and revenues of excluded U.S. subsidiaries), and the obligations of the European Co-Borrowers under the tranche B revolving credit facility are guaranteed by certain of our indirect non-U.S. subsidiaries. The revolving credit facilities are secured by a lien on substantially all of our assets, and each of our direct and indirect wholly owned U.S. subsidiaries current and fixed assets (subject to certain exceptions), and the tranche B revolving credit facility is also secured by certain of the current assets of the non-U.S. borrowers and guarantors. The revolving credit facilities have a first priority lien on the above-referenced current assets, and a second priority lien on all other assets (second in priority to the liens securing the term loan facility referred to below), in each case, subject to other permitted liens.

The following fees are applicable under each revolving credit facility: (i) an unused line fee of either 0.375% or 0.25% per annum (depending on usage of the revolving credit facilities), of the unused portion of the respective revolving credit facility; (ii) a letter of credit participation fee on the aggregate stated amount of each letter of credit equal to the applicable margin for Eurodollar rate loans, as applicable; and (iii) certain other customary fees and expenses of the lenders and agents. We are required to make prepayments under our revolving credit facilities at any time when, and to the extent that, the aggregate amount of the outstanding loans and letters of credit under such revolving credit facility exceed the lesser of the aggregate amount of commitments in respect of such revolving credit facility and the applicable borrowing base.

Our revolving credit facilities contain customary covenants, including, but not limited to, restrictions on our ability and that of our subsidiaries to merge and consolidate with other companies, incur indebtedness, grant liens or security interests on assets subject to their security interest, make acquisitions, loans, advances or investments, pay dividends, sell or otherwise transfer assets, optionally prepay or modify terms of any junior indebtedness, enter into transactions with affiliates or change our line of business. Our revolving credit facilities require the maintenance of a fixed charge coverage ratio of 1.0 to 1.0 at the end of each fiscal quarter when excess availability for both tranche A and tranche B in total is less than the greater of $32.5 million and 10% of the aggregate borrowing base of both tranche A and tranche B in total. Such fixed charge coverage ratio is tested at the end of each quarter until such time as excess availability exceeds the level set forth above. This ratio and other ratios related to incurrence-based covenants (measured only upon the taking of certain actions, including the incurrence of additional indebtedness) under our revolving credit facility, our term loan facility, the 2020 Notes, the 2021 Notes and the 2024 Notes are calculated in part based on financial measures similar to Adjusted EBITDA as presented in this prospectus, which also give pro forma effect to certain events, including acquisitions, synergies and cost savings initiatives. These incremental adjustments, as calculated pursuant to such agreements, provide us with a net EBITDA benefit for ratio calculation purposes of approximately $22.9 million for the LTM Period. We are currently in compliance with the covenants under our revolving credit facilities.

Our revolving credit facilities provide that, upon the occurrence of certain events of default, our obligations thereunder may be accelerated and the lending commitments terminated. Such events of default include payment defaults to the lenders, material inaccuracies of representations and warranties, covenant defaults, cross-defaults to other material indebtedness, voluntary and involuntary bankruptcy proceedings, material money judgments, material pension-plan events, certain change of control events and other customary events of default.

Term loan facility

In connection with the Acquisition Transactions, we also entered into a senior secured term loan facility with JPMorgan Chase Bank, N.A., as administrative agent, and certain other agents and lenders, in an aggregate principal amount of $1,000 million, which was fully drawn on the closing date of the Acquisition Transactions. The term loan facility was used to fund the Acquisition, in part. We amended and restated our term loan facility in March 2012, March 2013 and December 2013 to, among other things, reduce pricing. The December 2013 amendment and restatement refinanced the term loan into two tranches, one of which was in the amount of $350.0 million and is due January 2017 (the 2017 term loan) and the other was in the amount of $525.0 million and is due January 2018 (the 2018 term loan). In connection with the December 2013 amendment, we also prepaid $100 million of outstanding term loans. As of March 31, 2014, we had $348.3 million outstanding under the 2017 term loan and $522.4 million outstanding under the 2018 term loan.

Subject to certain conditions, our term loan facility, without the consent of the then existing lenders (but subject to the receipt of commitments), may be expanded (or a new term loan facility added) by up to the greater of $200

million in the aggregate or such amount as will not cause the net senior secured debt ratio to exceed 2.75 to 1.00 (as amended in December 2013).

Borrowings under our term loan facility amortize in equal quarterly installments in an amount equal to 1.00% per annum of the principal amount at the time of the December 2013 amendment, with the remaining balance of each tranche of term loans due at its respective final maturity date. The interest rate margin applicable to the term loans is, at the Company s option, either (1) the base rate (which is the highest of the then current Federal Funds rate plus 0.5%, the prime rate most recently announced by JPMorgan Chase Bank, N.A., and the one-month Eurodollar rate (taking into account the Eurodollar rate floor, if any, plus 1.0%)) plus a margin of 1.50% or (2) one-, two-, three- or six-month LIBOR or, if available from all lenders, nine- or twelve-month LIBOR (selected at the Company s option) plus a margin of 2.50%. The amendment also eliminated the 1.0% LIBOR floor with respect to the 2017 term loan and reduces it to 0.75% with respect to the 2018 term loan. Due to the December 2013 amendment and restatement, we are now subject to a 101% soft call prepayment premium, applicable to any repricing transaction that occurs on or prior to the date that is six months after the date of such amendment and restatement.

We may voluntarily prepay loans or reduce commitments under our term loan facility, in whole or in part, subject to minimum amounts, with prior notice but without premium or penalty (other than the soft call noted above).

We must prepay our term loan facility with the net cash proceeds of certain asset sales, the incurrence or issuance of specified refinancing indebtedness and 50% of excess cash flow (such percentage subject to reduction based on the achievement of specified senior secured leverage ratios), in each case, subject to certain reinvestment rights and other exceptions.

Our obligations under the term loan facility are guaranteed by us and all of our direct and indirect wholly owned U.S. subsidiaries (subject to certain permitted exceptions based on immateriality thresholds of aggregate assets and revenues of excluded U.S. subsidiaries). The term loan facility is secured by a lien on substantially all of our assets and each of our direct and indirect U.S. subsidiaries current and fixed assets (subject to certain exceptions), and the term loan facility has a first priority lien on the above-referenced fixed assets, and a second priority lien on all current assets (second in priority to the liens securing the revolving credit facilities referred to above), in each case, subject to other permitted liens.

Our term loan facility contains customary negative covenants consistent with those applicable to the 2021 Notes and the 2024 Notes, including, but not limited to, restrictions on our ability and that of our restricted subsidiaries to merge and consolidate with other companies, incur indebtedness, grant liens or security interests on assets, pay dividends or make other restricted payments, sell or otherwise transfer assets, or enter into transactions with affiliates. We are currently in compliance with the covenants under our term loan facility.

Our term loan facility provides that, upon the occurrence of certain events of default, our obligations thereunder may be accelerated. Such events of default are consistent with those described above for the revolving credit facilities.

Description of the 2019 Notes

On January 14, 2011, in connection with the Acquisition Transactions, CommScope, Inc. closed the issuance of $1,500.0 million principal amount of the 2019 Notes. As of March 31, 2014, CommScope, Inc. had $1,100.0 million principal amount of 2019 Notes outstanding, which bear interest at a rate of 8.25% and mature on January 15, 2019. On May 30, 2014, concurrently with the consummation of the offering of the New Notes, we satisfied and discharged the 2019 Notes Indenture, by irrevocably depositing with the trustee for the 2019 Notes funds for the benefit of the holders of the 2019 Notes that will be sufficient to redeem on June 16, 2014 the entire outstanding amount of 2019 Notes at a rate of $1,041.25 for each $1,000 in principal amount of 2019 Notes plus accrued and unpaid interest on such notes to but not including the redemption date, plus a make whole amount.

Description of the 2020 Notes

On May 28, 2013, CommScope Holdings issued the 2020 Notes, which mature on June 1, 2020. As of March 31, 2014, we had $550.0 million principal amount of 2020 Notes outstanding. Interest on the 2020 Notes is payable semi-annually in arrears on June 1 and December 1. Interest for the initial interest period ending December 1, 2013 was payable entirely in cash. For each subsequent interest period, we are required to pay interest on the 2020 Notes entirely in cash, unless the Applicable Amount, as defined in the 2020 Notes Indenture, is less than the applicable semi-annual requisite cash interest payment amount, in which case, we may elect to pay a portion of the interest due on the 2020 Notes for such interest period by increasing the principal amount of the 2020 Notes or by issuing new notes for up to the entire amount of the interest payment, in each case, PIK Interest, to the extent described in the 2020 Notes Indenture. For the purposes of the 2020 Notes Indenture, Applicable Amount generally refers to CommScope, Inc. s then current restricted payment capacity under the instruments governing its indebtedness less $20 million plus CommScope Holdings cash and cash equivalents less $10 million. Cash interest on the 2020 Notes accrues at the rate of 6.625% per annum. PIK Interest on the 2020 Notes accrues at the rate of 7.375% per annum until the next payment of cash interest.

The 2020 Notes may be redeemed at the option of the holders at 101% of their face amount, plus accrued and unpaid interest, upon certain change of control events. Prior to June 1, 2016, the 2020 Notes will be redeemable at a redemption price equal to 100% of their principal amount, plus a make-whole premium (as defined in the 2020 Notes Indenture), plus accrued and unpaid interest to the redemption date. On or prior to June 1, 2016, under certain circumstances, we may also redeem up to 40% of the aggregate principal amount of the 2020 Notes at a redemption price of 106.625% plus accrued and unpaid interest to the redemption date using the proceeds of certain equity offerings.

Beginning on June 1, 2016, the 2020 Notes may be redeemed at the redemption prices listed below, plus accrued interest to the date of redemption.

Redemption in twelve-month period beginning June 1,	Percentage
2016	103.313%
2017	101.656%
2018 and thereafter	100.000%

The 2020 Notes Indenture limits the ability of us and most of our subsidiaries to:

- incur additional debt or issue certain capital stock unless a fixed charge coverage ratio is satisfied or certain other exceptions apply;
- pay dividends on, repurchase or make distributions in respect of our capital stock or repurchase or retire subordinated indebtedness;
- make certain investments;
- sell assets;
- create liens;

- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into certain transactions with our affiliates; and
- permit restrictions on the ability of our subsidiaries to make distributions.

There are no financial maintenance covenants in the 2020 Notes Indenture. Events of default under the 2020 Notes Indenture include, among others, nonpayment of principal or interest when due, covenant defaults, bankruptcy and insolvency events and cross defaults.

Description of the New Notes

On May 30, 2014, CommScope, Inc. closed the issuance of (i) $650.0 million aggregate principal amount of the 2021 Notes, which bear interest at a rate of 5.000% and mature on June 15, 2021, and (ii) $650.0 million aggregate principal amount of the 2024 Notes, which bear interest at a rate of 5.500% and mature on June 15, 2024. The interest on both series of the New Notes is payable semi-annually in arrears on June 15 and December 15.

2021 Notes

All of CommScope, Inc. s existing and future direct and indirect domestic subsidiaries that guarantee the senior secured credit facilities jointly, severally and unconditionally guarantee the 2021 Notes on a senior unsecured basis. The 2021 Notes may be redeemed at the option of the holders at 101% of their face amount, plus accrued and unpaid interest, upon certain change of control events. Prior to June 15, 2017, the 2021 Notes will be redeemable at a redemption price equal to 100% of their principal amount, plus a make-whole premium (as defined in the 2021 Notes Indenture), plus accrued and unpaid interest to the redemption date. On or prior to June 15, 2017, under certain circumstances, we may also redeem up to 40% of the aggregate principal amount of the 2021 Notes at a redemption price of 105.000% plus accrued and unpaid interest to the redemption date using the proceeds of certain equity offerings.

Beginning on June 15, 2017, the 2021 Notes become redeemable at the redemption prices listed below, plus accrued interest to the date of redemption.

Redemption in twelve-month period beginning June 15,	**Percentage**
2017	102.500%
2018	101.250%
2019 and thereafter	100.000%

2024 Notes

All of CommScope, Inc. s existing and future direct and indirect domestic subsidiaries that guarantee the senior secured credit facilities jointly, severally and unconditionally guarantee the 2024 Notes on a senior unsecured basis. The 2024 Notes may be redeemed at the option of the holders at 101% of their face amount, plus accrued and unpaid interest, upon certain change of control events. Prior to June 15, 2019, the 2024 Notes will be redeemable at a redemption price equal to 100% of their principal amount, plus a make-whole premium (as defined in the 2024 Notes Indenture), plus accrued and unpaid interest to the redemption date. On or prior to June 15, 2017, under certain circumstances, we may also redeem up to 40% of the aggregate principal amount of the 2024 Notes at a redemption price of 105.500% plus accrued and unpaid interest to the redemption date using the proceeds of certain equity offerings.

Beginning on June 15, 2019, the 2024 Notes become redeemable at the redemption prices listed below, plus accrued interest to the date of redemption.

Redemption in twelve-month period beginning June 15,	**Percentage**
2019	102.750%
2020	101.883%
2021	100.917%
2022 and thereafter	100.000%

Restrictions Under the New Notes

The 2021 Notes Indenture and the 2024 Notes Indenture limit the ability of CommScope, Inc. and most of its subsidiaries to:

incur additional debt or issue certain capital stock unless a fixed charge coverage ratio is satisfied or certain other exceptions apply;

pay dividends on, repurchase or make distributions in respect of our capital stock or repurchase or retire subordinated indebtedness;

make certain investments;

sell assets;

create liens;

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;

enter into certain transactions with our affiliates; and

permit restrictions on the ability of our subsidiaries to make distributions.

There are no financial maintenance covenants in the either 2021 Notes Indenture or the 2024 Notes Indenture. Events of default under the 2021 Notes Indenture and the 2024 Notes Indenture include, among others, nonpayment of principal or interest when due, covenant defaults, bankruptcy and insolvency events and cross defaults.

Description of Certain Other Indebtedness

Certain of our subsidiaries are parties to capital leases, other loans and lines of credit. As of March 31, 2014, $0.7 million of capital leases and other loans were outstanding. Certain of our subsidiaries are parties to lines of credit and letters of credit facilities that remained open after closing of the Acquisition Transactions. As of March 31, 2014, there were no borrowings and approximately $11.3 million of borrowing capacity under these lines of credit. We had approximately $4.4 million in letters of credit outstanding and approximately $2.4 million of remaining capacity under these letters of credit facilities.

Contractual Obligations, Contingent Liabilities and Commitments

A summary of contractual cash obligations as of December 31, 2013 is as follows:

		Payments due by period			
(in millions)	**Total**	**2014**	**2015 2016**	**2017 2018**	**Thereafter**
Long-term debt, including current maturities(a)	$ 2,523.9	$ 9.5	$ 17.8	$ 846.6	$ 1,650.0
Interest on long-term debt(a)(b)	787.1	153.6	306.5	272.0	55.0
Operating leases	92.1	23.7	30.7	19.1	18.6
Purchase obligations(c)	16.2	16.2			
Pension and other post-retirement benefit liabilities(d)	58.3	24.3	17.3	5.9	10.8
Restructuring costs, net	18.6	17.5	1.1		
Redwood Systems acquisition payments(e)					
Unrecognized tax benefits(f)					
Total contractual obligations	$ 3,496.2	$ 244.8	$ 373.4	$ 1,143.6	$ 1,734.4

(a) No prepayment or redemption of any of our long-term debt balances has been assumed. Refer to Liquidity and Capital Resources and Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus for information regarding the terms of our long-term debt agreements.

(b)

Interest on long-term debt excludes the amortization of deferred financing fees and original issue discount. Interest on variable rate debt is estimated based upon rates in effect as of December 31, 2013. In October 2013, we used the net proceeds to us from the IPO, plus cash on hand, to redeem a portion of the 2019 Notes. See Description of the 2019 Notes.

(c) Purchase obligations include minimum amounts owed under take-or-pay or requirements contracts. Amounts covered by open purchase orders are excluded as there is no contractual obligation until goods or services are received.

(d) Amounts reflect expected contributions related to payments under the postretirement benefit plans through 2023 and expected pension contributions of $20.9 million in 2014 and $10.4 million in 2015 2016. See Note 10 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

(e) Additional payments of up to $49.0 million related to the acquisition of Redwood Systems could be due in 2015 if net sales of Redwood Systems products reach various levels of up to $55.0 million over various periods through July 31, 2015.

(f) Due to the uncertainty in predicting the timing of tax payments related to our unrecognized tax benefits, $82.1 million has been excluded from the presentation. We anticipate a reduction of up to $21.0 million of unrecognized tax benefits during the next twelve months. See Note 11 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

The table below presents a summary of contractual cash obligations as of December 31, 2013 after giving effect to the offering of the New Notes and the use of proceeds therefrom, including the 2019 Notes Discharge:

		Payments due by period			
(in millions)	**Total**	**2014**	**2015 2016**	**2017 2018**	**Thereafter**
Long-term debt, including current maturities(a)	$ 2,723.9	$ 9.5	$ 17.8	$ 846.6	$ 1,850.0
Interest on long-term debt(a)(b)	1,001.3	183.4	261.5	227.0	329.4
Operating leases	92.1	23.7	30.7	19.1	18.6
Purchase obligations(c)	16.2	16.2			
Pension and other post-retirement benefit liabilities(d)	58.3	24.3	17.3	5.9	10.8
Restructuring costs, net	18.6	17.5	1.1		
Redwood Systems acquisition payments(e)					
Unrecognized tax benefits(f)					
Total contractual obligations	$ 3,910.4	$ 274.6	$ 328.4	$ 1,098.6	$ 2,208.8

(a) Reflects the offering of the New Notes and the use of proceeds therefrom to discharge the 2019 Notes. No prepayment or redemption of any of our long-term borrowings under the senior secured credit facilities, the 2020 Notes or the New Notes has been assumed. Refer to Liquidity and capital resources and Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus for information regarding the terms of our long-term debt agreements.

(b) Interest on long-term debt excludes the amortization of deferred financing fees and original issue discount. Interest on variable rate debt is estimated based upon rates in effect as of December 31, 2013, and interest on the 2020 Notes is assumed to be incurred at the cash interest rate. Interest on the New Notes is based on a rate of 5.000% for the 2021 Notes and 5.500% for the 2024 Notes. Does not include the estimated $93.9 million redemption premium resulting from the 2019 Notes Discharge.

(c) Purchase obligations include minimum amounts owed under take-or-pay or requirements contracts. Amounts covered by open purchase orders are excluded as there is no contractual obligation until goods or services are received.

(d) Amounts reflect expected contributions related to payments under the postretirement benefit plans through 2023 and expected pension contributions of $20.9 million in 2014 and $10.4 million in 2015 2016. See Note 10 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

(e) Additional payments of up to $49.0 million related to the acquisition of Redwood Systems could be due in 2015 if net sales of Redwood Systems products reach various levels of up to $55.0 million over various periods through July 31, 2015.

(f) Due to the uncertainty in predicting the timing of tax payments related to our unrecognized tax benefits, $82.1 million has been excluded from the presentation. We anticipate a reduction of up to $21.0 million of unrecognized tax benefits during the next twelve months. See Note 11 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

Recent Accounting Pronouncements

On May 28, 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2014-09-*Revenue from Contracts with Customers*, which establishes a single comprehensive model for revenue recognition. Under the new guidance, revenue will be recognized when control over goods or services has been transferred to a customer. When multiple goods or services are sold under a single arrangement, revenue will be allocated based on the relative standalone selling prices of the various elements. We will be required to adopt the standard as of January 1, 2017 and early adoption is not permitted. Transition alternatives include full retrospective adoption or a modified retrospective adoption. We have not determined the transition approach that we will utilize and we cannot currently estimate the impact of the new accounting standard.

Off-Balance Sheet Arrangements

We are not a party to any significant off-balance sheet arrangements, except for operating leases.

Effects of Inflation and Changing Prices

We continually attempt to minimize the effect of inflation on earnings by controlling our operating costs and adjusting our selling prices. The principal raw materials purchased by us (copper, aluminum, steel, plastics and other polymers, bimetals and optical fiber) are subject to changes in market price as they are influenced by commodity markets and other factors. Prices for copper, fluoropolymers and certain other polymers derived from oil and natural gas have been highly volatile at various times over the last several years. As a result, we have increased our prices for certain products and may have to increase prices again in the future. To the extent that we are unable to pass on cost increases to customers without a significant decrease in sales volume or must implement price reductions in response to a rapid decline in raw material costs, these cost changes could have a material adverse impact on the results of our operations.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks related to changes in interest rates, foreign currency exchange rates and commodity prices. We may utilize derivative financial instruments, among other methods, to hedge some of these exposures. We do not use derivative financial instruments for speculative or trading purposes.

Interest rate risk

The table below summarizes the expected interest and principal payments associated with our variable rate debt outstanding as of December 31, 2013 (mainly the variable rate term loan and borrowings under the revolving credit facility). The principal payments presented below are based on scheduled maturities and assume the borrowings under the revolving credit facility. The interest payments presented below assume the interest rate in effect as of December 31, 2013. (See Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.) The impact of a 1% increase in interest rates on projected future interest payments of the variable rate debt is also included in the table below.

	For the year ending December 31,					
(dollars in millions)	**2014**	**2015**	**2016**	**2017**	**2018**	**Thereafter**
Principal and interest payments on variable rate debt	$ 35.9	$ 35.1	$ 34.8	$ 360.9	$ 503.3	$
Average cash interest rate	3.05%	3.05%	3.05%	3.23%	3.25%	
Impact of 1% increase in interest rates	$ 6.0	$ 6.0	$ 5.9	$ 2.7	$ 0.1	$

We also have $1.85 billion aggregate principal amount of fixed rate senior and PIK toggle notes. The table below summarizes our expected interest and principal payments related to our fixed rate debt at December 31, 2013 (assuming we make all of our interest payments on the 2020 Notes at the 6.625% cash-pay interest rate), after giving effect to the offering of the New Notes and the use of proceeds therefrom, including the 2019 Notes Discharge.

	For the year ending December 31,					
(dollars in millions)	**2014**	**2015**	**2016**	**2017**	**2018**	**Thereafter**
Principal and interest payments on fixed rate debt(a)	$ 157.0	$ 104.7	$ 104.7	$ 104.7	$ 104.7	$ 2,179.4
Average cash interest rate	8.89%	5.66%	5.66%	5.66%	5.66%	5.51%

(a) Does not include the estimated $93.9 million redemption premium resulting from the 2019 Notes Discharge.

Foreign currency risk

Approximately 40% of our net sales for the three months ended March 31, 2014 and 45%, 47% and 49% of our 2013, 2012 and 2011 net sales, respectively, were to customers located outside the U.S. Significant changes in foreign currency exchange rates could adversely affect our international sales levels and the related collection of amounts due. In addition, a significant decline in the value of currencies used in certain regions of the world as compared to the U.S. dollar could adversely affect product sales in those regions because our products may become more expensive for those customers to pay for in their local currency. Conversely, significant increases in the value of foreign currencies as compared to the U.S. dollar could adversely affect profitability as certain product costs increase relative to a U.S. dollar-denominated sales price. The foreign currencies to which we have the greatest exposure include the Chinese yuan, euro, Brazilian real, Indian rupee and Australian dollar. Local manufacturing provides a natural hedge, and we continue to evaluate additional alternatives to help us reasonably manage the market risk related to foreign currency exposures.

We use derivative instruments such as forward exchange contracts to manage the risk of fluctuations in the value of certain foreign currencies. At March 31, 2014, we had foreign exchange contracts with a negative net fair value of $0.3 million, with maturities ranging from one to seven months with an aggregate notional value of $309 million (based on exchange rates as of March 31, 2014). These instruments are not leveraged and are not held for trading or speculation. These contracts are not designated as hedges for accounting purposes and are marked to market each period through earnings and, as such, there were no unrecognized gains or losses as of December 31, 2013 or 2012. See Note 7 in the Notes to the Audited Consolidated Financial Statements included elsewhere in this prospectus. We expect to increase our use of derivative instruments to manage our economic exposure to foreign currency risk.

Commodity price risk

Materials, in their finished form, account for a large portion of our cost of sales. These materials, such as copper, aluminum, steel, plastics and other polymers, bimetals and optical fiber, are subject to changes in market price as they are influenced by commodity markets and supply and demand levels, among other factors. Management attempts to mitigate these risks through effective requirements planning and by working closely with key suppliers to obtain the best possible pricing and delivery terms. As of March 31, 2014, as a result of evaluating our commodity pricing exposures, we had forward purchase commitments outstanding for certain metals to be used in the normal course of business. As of March 31, 2014, we were obligated to purchase approximately $20.8 million of metals under take-or-pay contracts through the second quarter of 2014 that we expect to take and consume in the normal course of operations. In the aggregate, these commitments are at prices approximately 8% above market prices as of March 31, 2014. We may begin to use derivative financial instruments and/or increase our use of forward purchase commitments to manage our economic exposure to commodity price risk.

BUSINESS

Company Overview

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help our customers solve communications challenges by providing critical RF solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions. Demand for our offerings is driven by the rapid growth of data traffic and need for bandwidth from the continued adoption of smartphones, tablets, machine-to-machine communication and the proliferation of data centers, Big Data, cloud-based services and streaming media content. Our solutions are built upon innovative RF technology, service capabilities, technological expertise and intellectual property, including approximately 2,600 patents and patent applications worldwide. We have a team of approximately 14,500 people to serve our customers in over 100 countries through a network of more than 20 world-class manufacturing and distribution facilities strategically located around the globe. Our customers include substantially all of the leading global wireless operators as well as thousands of enterprise customers, including many Fortune 500 enterprises, and leading MSOs. We have long-standing, direct relationships with our customers and serve them through a sales force consisting of more than 600 employees and a global network of channel partners.

Our offerings for wireless and wired networks enable delivery of high-bandwidth data, video and voice applications. To drive incremental revenue and profit, wireless operators and enterprises around the world are utilizing our solutions to deploy or expand next-generation communications networks, such as the continued deployment of 4G, including LTE wireless networks.

The table below summarizes our offerings, global leadership positions and LTM Period performance:

(1) Excludes inter-segment eliminations.

We are the #1 provider of connectivity and essential infrastructure solutions across each of our end-markets globally. Our leadership position is built upon innovative technology; broad, high-quality and cost-effective solutions; industry-leading brands and global manufacturing and distribution scale. During the LTM Period, our net sales were 58% from North America, 20% from the EMEA region, 15% from the APAC region and 7% from the CALA region.

Our market leadership, as well as our diversified customer base, market exposure, and product and geographic mix, provide a strong and resilient business model with strong cash flow generation. In 2013, we generated net sales of $3,480.1 million, net income of $19.4 million, Adjusted Operating Income of $620.1 million and Adjusted Net Income of $262.1 million. During the LTM Period, we generated net sales of $3,610.5 million, net income of $68.0 million, Adjusted Operating Income of $679.8 million and Adjusted Net Income of $302.4 million. For our definition of Adjusted Operating Income and Adjusted Net Income and a reconciliation, as applicable, from operating income or net income, see Prospectus Summary Summary Historical Audited and Unaudited Consolidated Financial Information.

CommScope s History of Value Creation

Since our founding as an independent company in 1976, we have consistently played a significant role in many of the world s leading communication networks. Our evolution has been supported by technology innovation and strategic acquisitions to expand product lines and complement existing solutions. We have continued to drive sales growth through development of new markets across the globe while expanding our offerings to a broad portfolio of wired and wireless connectivity solutions for next-generation communication networks. CommScope solutions are the backbone of communication networks and provide customers with connectivity and essential infrastructure solutions to support the explosive growth in demand for bandwidth.

We transformed our business through the successful acquisitions of Avaya s Connectivity Solutions in 2004 and Andrew in 2007, establishing our global leadership position in enterprise and wireless communication infrastructure solutions, respectively. The integration and optimization of these acquisitions have helped make us the leading global provider of connectivity solutions for wireless, business enterprise and residential broadband networks. Our history includes a strong track record of operational excellence through optimizing our manufacturing processes and successfully integrating acquisitions to drive profitability. We have also demonstrated a strong track record of managing cash flow, reducing debt and delivering operating income growth through multiple economic cycles.

The Acquisition and Post-Acquisition Accomplishments

Since the Acquisition by Carlyle, we have successfully implemented several value creation initiatives. These initiatives helped us grow our Adjusted Operating Income by 62.9% from $380.5 million in 2011 to $679.8 million for the LTM Period. Adjusted Operating Income margins increased from 12% of net sales in 2011 to 19% during the LTM Period. Among other factors, we believe the following value creation initiatives have contributed to our growth and profitability:

We have increased our relevance to our customers and improved overall margins of our products by accelerating our focus on selling solutions versus individual components to our customers. We believe that our integrated, solution-based approach differentiates our businesses by aligning us more closely with our customers. For example, our RF cell site solution offering enables wireless operators to reduce cost and enhance performance of new cellular base stations, increasing our relevance to the customer and improving the overall margins of our products.

We have enhanced our future growth prospects by executing the following strategic acquisitions:

June 2011: Acquired LiquidxStream Systems to broaden our existing offering of broadband solutions for the MSO market.

September 2011: Acquired Argus to pair our global reach with Argus robust antenna research and technology expertise.

March 2013: Acquired iTRACS to complement our existing data center intelligence software creating one of the industry s broadest DCIM platforms.

July 2013: Acquired Redwood Systems to add innovative LED lighting control capabilities to our intelligent building infrastructure solutions.

Through disciplined product management, we have optimized our portfolio of products and solutions by exiting certain non-core products such as select merchant RF subsystems and parts of our geolocation business.

We have further strengthened our sales channels and expanded our sales efforts in India and China to better position us for future growth. Within our Wireless segment, we have significantly strengthened our relationships with wireless operators by intensifying our focus on collaborating with the operators to create solutions that solve key communications challenges of our end-users.

We have grown our R&D investments since the Acquisition to strengthen our competitive position and drive growth. Additionally, we have focused on R&D efficiency through initiatives such as Breakthrough

Enabling Technologies, or BETs, which is a formalized program to rapidly accelerate new growth products to commercialization.

As of March 31, 2014, we had approximately $2.5 billion of outstanding indebtedness on a consolidated basis, including approximately $2.0 billion attributable to the Acquisition Transactions and approximately $550.0 million attributable to dividend payments made since the Acquisition Transactions. Despite the incurrence of additional indebtedness, our net leverage ratio at March 31, 2014 was lower than it was immediately following the Acquisition Transactions. See Certain Relationships and Related Party Transactions Dividends.

Industry Background

We participate in the large and growing global market for connectivity and essential communications infrastructure. This market is being driven by the growth in bandwidth demand associated with the continued adoption of smartphones, tablets, machine-to-machine communication and the proliferation of data centers, Big Data, cloud-based services and streaming media content.

Wireless operators are deploying 4G networks and next-generation network solutions to monetize the dramatic growth in bandwidth demand. As users consume more data on smartphones, tablets and computers, enterprises are faced with a growing need for higher bandwidth networks, in-building cellular coverage and more robust, efficient and intelligent data centers. MSOs are investing in their networks to deliver a competitive triple-play of services (voice, video and high-speed data) and to maintain service quality.

Carrier Investments in 4G Wireless Infrastructure

4G was developed to handle wireless data more efficiently and allows for faster, more reliable and more secure mobile service than existing 2G and 3G networks. The faster data transfer capabilities of 4G LTE networks enable a rich mobile computing experience for users. LTE networks are more efficient and cost effective for wireless operators, in part, because LTE networks improve spectral efficiency, allowing for greater throughput of data in a fixed amount of spectrum.

Wireless operators have started deploying LTE globally and are making the necessary wireless infrastructure investments to accommodate the growing demand for next-generation mobile communication services. A December 2013 Gartner, Inc. report estimates that mobile infrastructure spending for LTE was $5.9 billion worldwide in 2012 and is forecasted to reach $28.8 billion by 2016, a CAGR of 49%. LTE investment is expected to be deployed in several phases globally and to last for many years. North American wireless operators have made the largest LTE investments in building their initial LTE coverage. We expect investments to continue through 2014 and to be followed by investments in coverage by smaller North American carriers and investments in capacity by all North American wireless operators. Many wireless operators in Europe, Asia and Latin America are expected to commence their substantial LTE investment cycle in 2014 and beyond.

As wireless operators deploy LTE or other 4G technologies, they must manage increasingly complex networks. As a result, we believe wireless operator 4G coverage and capacity investments will drive demand for our comprehensive offerings such as small cell DAS, multi-frequency base station antennas, hybrid fiber and coaxial cables, connectors, filters and microwave antennas.

Small Cell Distributed Antenna Systems Enhance and Expand Wireless Coverage and Capacity

The traditional macro cell network requires mobile users to connect directly to macro cell base stations. Macro cells are primarily designed to provide coverage over wide areas and typically transmit powerful signals; however, they have high site acquisition costs. Additionally, they are not optimal for dense urban areas where physical structures often create coverage gaps and capacity is frequently constrained. Adding new macro cells has been the traditional way to increase mobile capacity and will continue as the solution of choice in many closer to the ground applications. Small cell DAS solutions address these challenges encountered in dense urban areas and complement existing macro cell sites by cost-effectively extending coverage and increasing capacity.

A 2012 Cisco Systems, Inc. report estimated that close to 80% of mobile data usage worldwide is indoors and nomadic. As a result, wireless operators view in-building coverage as a critical component of their network deployment strategies. Key challenges for wireless operators in providing in-building cellular coverage are signal loss while penetrating building structures and interference created by mobile devices while connected to macro cell sites from inside a building. In-building DAS solutions bring the antenna significantly closer to the user, which results in better coverage and reduced interference. Additionally, in-building DAS provides field-proven, seamless signal handover for a user between indoor and outdoor zones that can support multi-operator, multi- frequency and multi-protocol (2G, 3G, 4G) applications, making it the most effective small cell solution. The benefits of small cell DAS have become increasingly important with the trend towards BYOD (Bring Your Own Device) in the enterprise market.

Small cell DAS solutions also address outdoor capacity issues in urban areas. Industry sources have estimated that at peak usage 50% of mobile data is carried by only 15% of the macro cell sites creating significant stress on mobile network capacity. This urban network capacity issue can be solved by deploying small cell DAS solutions to create small coverage areas that enable re-use of spectrum. Re-use of spectrum allows wireless operators to optimize capacity of existing licensed spectrum by significantly increasing repeated usage of the same frequencies within a defined coverage area. According to the Small Cell Forum, over the last 45 years, spectrum re-use has increased network capacity by 1,600 times compared to an increase of only 25 times as a result of availability of new licensed spectrum.

Growth in Data Center Spending

Organizations are increasingly utilizing data centers to provide products and services to individuals and businesses. Data center investment is driven by the increase in demand for computing power and improved network performance, which is greatest for large enterprise data centers and cloud service providers.

An increase in average data center size and the number of assets in a data center significantly raises the total cost of ownership and the complexity of managing data center infrastructure. Data center operators strive to manage their resources efficiently and to reduce energy consumption by monitoring all elements within the data center. DCIM software helps operators improve operational efficiency, maximize capability and reduce costs by providing clear insight into cooling capacity, power usage, utilization, applications and overall performance. According to a 2013 IDC report, the global DCIM market is estimated to grow from $335 million in 2012 to $829 million in 2017, representing a CAGR of 20%.

Transition to Intelligent Buildings

Business enterprises are managing the proliferation of wireless devices, the impact of cloud computing and emergence of wireless and wired business applications. This increasing complexity creates the need for infrastructure to support growing bandwidth requirements, in-building cellular coverage and capacity and software that monitors the physical layer. These enterprises are also investing in common communications and building automation systems to enhance energy efficiency, improve productivity and increase comfort. These intelligent building infrastructure solutions often include integrated network software, small cell DAS and advanced LED lighting controls and sensor networks.

Our Strategy

We believe we are at the core of key secular growth trends in the markets we serve. It is our strategy to capitalize on these opportunities and to:

Continue Product Innovation

We plan to build on our legacy of innovation and on our worldwide portfolio of patents and patent applications by continuing to invest in research and development. Technology innovation such as our base station antenna technology, small cell DAS and intelligent enterprise infrastructure solutions build upon our leadership position by providing new, high-performance communications infrastructure solutions for our customers.

Enhance Sales Growth

We expect to capitalize on our scale, market position and broad offerings to generate growth opportunities by:

- *Offering existing products and solutions into new geographies*. For example, we have recently strengthened sales channels in India and China, thereby positioning us favorably for Enterprise growth in these markets.

Cross-selling our offerings into new markets. We intend to build upon our RF technology expertise with small cell DAS solutions to develop in-building cellular solutions for enterprises, and we will continue to look for complementary opportunities to cross-sell our offerings.

Continuing to drive solutions offerings. We intend to focus on selling solution offerings to our customers consistent with their evolving needs and enhancing our position as a strategic partner to our customers.

Making strategic acquisitions. We have a disciplined approach to evaluating and executing complementary and strategic acquisitions.

Continue to Enhance Operational Efficiency and Cash Flow Generation

We continuously pursue opportunities to optimize our resources and reduce manufacturing costs by executing strategic initiatives aimed at improving our operating performance and lowering our cost structure. We believe that we have a strong track record of improving operational efficiency and successfully executing on formalized annual profit improvement plans, cost-savings initiatives and modest working capital improvements to drive future profitability and cash flows. We intend to utilize the cash that we generate to invest in our business, make strategic acquisitions and reduce our indebtedness.

Our Segments

We serve our customers through three operating segments: Wireless, Enterprise and Broadband. Through our Andrew brand, we are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions. Through our SYSTIMAX and Uniprise brands, we are the global leader in enterprise connectivity solutions, delivering a complete end-to-end physical layer solution, including connectivity and cables, enclosures, data center and network intelligence software, in-building wireless, advanced LED lighting systems management and network design services for enterprise applications and data centers. We are also a premier manufacturer of coaxial and fiber optic cable for residential broadband networks globally.

Net revenue is distributed amongst the three segments as follows:

	Year ended December 31,			Three months ended March 31,		Twelve months ended
	2011(1)	**2012**	**2013**	**2013**	**2014**	**March 31, 2014**
Wireless	55.8%	57.7%	62.5%	61.7%	67.1%	63.8%
Enterprise	27.5	25.5	23.7	23.8	21.5	23.2
Broadband	16.7	16.8	13.8	14.5	11.4	13.0
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

(1) The Predecessor period of January 1 January 14, 2011 and Successor period of January 15 December 31, 2011 have been combined for presentation of 2011 results. See Notes to the Consolidated Financial Statements included elsewhere in this prospectus for further information on the Predecessor and Successor periods.

Wireless

We are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions to enable carriers 2G, 3G and 4G networks. Our solutions, marketed primarily under the Andrew brand, enable wireless operators to deploy both macro cell sites and small cell DAS solutions to meet coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Our small cell DAS solutions are primarily comprised of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

Our macro cell site and small cell DAS solutions establish us as a global leader in RF infrastructure solutions for wireless operators and OEMs. We provide a one-stop source for managing the technology lifecycle of a wireless network, including complete physical layer infrastructure solutions for 2G, 3G and 4G. Our comprehensive solutions include products for every major wireless protocol and allow wireless operators to operate across multiple frequency bands, reduce cost, achieve faster data rates and accelerate migration to the latest wireless technologies. Our wireless solutions are built using a modular approach, which has allowed us to leverage our core technology across generations of networks and mitigate technology risk. We provide a complete portfolio of RF infrastructure, and we are recognized for our leading technologies, comprehensive product portfolio and global scale.

Enterprise

We are the global leader in enterprise connectivity solutions for data centers and commercial buildings, composed of voice, video, data and converged solutions that support mission-critical, high-bandwidth applications, including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions, sold primarily under the SYSTIMAX and Uniprise brands, include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

Our Enterprise connectivity solutions deliver data speeds up to 100 gigabits per second. We integrate our structured cabling, connectors, in-building cellular solutions and network intelligence capabilities to create physical layer solutions that enable voice, video and data communication and building automation. We use proprietary modeling and simulation techniques to optimize networks to provide performance that exceeds established standards. Our network design services and global network of partners offer customers custom, turnkey network solutions that are tailored to each customer s unique requirements.

We complemented our leading physical layer offerings through two business acquisitions during 2013. The addition of iTRACS, a leading provider of DCIM software, with unique network intelligence capabilities, complements our data center offerings. We also acquired Redwood Systems, a provider of advanced LED lighting control and high-density sensor solutions, which complements our in-building cellular and intelligent building solutions.

We maintain a leading global market position in enterprise connectivity and network intelligence for data center and commercial buildings due to our differentiated technology, long-standing relationships with customers and channel partners, strong brand recognition, premium product features and performance and reliability of our solutions. We also believe our global Enterprise sales channel and industry-leading small cell DAS solutions uniquely position us to address the wireless operator and business owner s desire for ubiquitous in-building cellular coverage.

Broadband

We are a global leader in providing cable and communications products that support the multichannel video, voice and high-speed data services provided by MSOs. We believe we are the leading global manufacturer of coaxial cable for HFC networks and a leading supplier of fiber optic cable for North American MSOs.

The Broadband segment is our most mature business, and we expect demand for Broadband products to continue to be influenced by the ongoing maintenance requirements of cable networks, competition between cable providers and wireless operators and the challenged residential construction market activity in North America.

We are focused on improving the profitability and efficiency of this segment through improving utilization of our factories and other cost reduction initiatives.

Products

Solutions Offering	Description
Cell site solutions	Our cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, power amplifiers, filters and backup power solutions.
Small cell DAS solutions	Our small cell DAS solutions are primarily composed of distributed antenna systems that allow wireless operators to increase spectral efficiency, thereby extending and enhancing cellular coverage and capacity in challenging network conditions such as urban areas, commercial buildings, stadiums and transportation systems.
Intelligent enterprise infrastructure solutions	Our Enterprise solutions, sold primarily under the SYSTIMAX and Uniprise brands, include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.
Data center solutions	We have complemented our leading physical layer solution offerings with the addition of iTRACS, a leading provider of DCIM software, which provides unique network intelligence capabilities.
Broadband MSO solutions	We provide a broad portfolio of cable solutions including fiber-to-the-home equipment and headend solutions for MSOs.

Competitive Strengths

We believe the following competitive strengths have been instrumental to our success and position us well for future growth and strong financial performance.

Global Market Leadership Position

We are a global leader in connectivity and essential infrastructure solutions for communications networks, and we believe we hold leading market positions across our segments:

- *Wireless*: #1 in merchant RF wireless network connectivity solutions and small cell DAS solutions;
- *Enterprise*: #1 in enterprise connectivity solutions for data centers and commercial buildings; and
- *Broadband*: #1 in cables for HFC networks.

Since our founding in 1976, CommScope has been a leading brand in connectivity solutions for communications networks. In the wireless industry, Andrew is one of the world s most recognized brands and a global leader in RF solutions for wireless networks. In the enterprise market, SYSTIMAX and Uniprise are recognized as global market leaders in enterprise connectivity solutions for business enterprise and data center applications.

Global Scale and Manufacturing Footprint

Our global manufacturing footprint and 600-person sales force give us significant scale within our addressable market. We believe our scale and stability make us an attractive strategic partner to our large global customers, and we have been repeatedly recognized by several of our key customers for these attributes. In addition, our ability to leverage our core competencies across our business coupled with our successful track record of operational efficiencies has allowed us to improve our margins and cash flows while continuing to invest in R&D and acquisitions targeting new products and new markets.

Our manufacturing and distribution facilities are strategically located to optimize service levels and product delivery times. We also utilize lower-cost geographies for high labor content products and largely automated plants in higher-cost regions. Currently, more than half of our manufacturing employees are located in lower-cost geographies such as China, Mexico, India and the Czech Republic. Our dynamic manufacturing and distribution organization allows us to:

- flex our capacity to meet market demand and expand our market position;
- provide high customer service levels due to proximity to the customer; and
- effectively integrate acquisitions and capitalize on related synergies.

Differentiated Solutions Supported by Ongoing Innovation and Significant Proprietary IP

Our integrated solutions for wireless, enterprise and broadband networks are differentiated in the marketplace and are a significant global competitive advantage. We have invested more than $100 million in research and development in each of the last five years. We have also added IP and innovation through acquisitions, such as Argus, which enhanced our next-generation base station antenna technology, iTRACS and Redwood Systems. Our ongoing innovation, supported by proprietary IP and technology know-how, has allowed us to sustain this competitive advantage.

Integrated solutions. Our wireless network offerings include complete connectivity solutions supporting 2G, 3G and 4G wireless technologies for both macro cell sites and small cell DAS. We are able to provide a complete portfolio of integrated RF solutions from the output of the base station (or baseband processor) at the bottom of the tower to the antenna at the top of the tower. In the enterprise market, we deliver a comprehensive solution including connectivity and cables, enclosures, network intelligence software, advanced LED lighting systems and network design services. Our ability to provide integrated connectivity solutions for wireless, enterprise and broadband networks makes us a value-added solutions provider to our customers and gives us a significant competitive advantage.

Strong design capabilities and technology know-how. We have a long tradition of developing highly engineered connectivity solutions, demonstrating superior performance across various generations of networks. Our ongoing focus on engineering innovation has enabled us to create high quality products that are reliable, have a desirable form factor and enable our customers to optimize the performance, flexibility, installation time, energy consumption and space requirements of their network deployments.

Significant proprietary IP. Our proven record of innovation and decades of experience creating market-leading technology products are evidenced by our approximately 2,600 patents and patent applications, as well as our over 1,300 registered trademarks and trademark applications, worldwide. Our significant proprietary IP, when combined with our deep engineering expertise, allows us to create industry defining solutions for customers around the world.

Established Sales Channels and Customer Relationships

We serve customers in over 100 countries and have become a trusted advisor to many of them through our industry expertise, quality, technology and long-term relationships. These factors enable us to provide mission-critical connectivity solutions that our customers need to build high-performing communication networks.

Our customers include substantially all of the leading global wireless operators as well as thousands of enterprise customers, including many Fortune 500 enterprises, and leading cable television providers or MSOs. We are a key merchant supplier within the wireless infrastructure market and enjoy established sales channels across all geographies and technologies. Our long-standing relationships with wireless operators enable us to work closely with them in providing highly customized solutions that are aligned with their technology roadmaps. We have a global Enterprise segment sales force with sales representatives based in North America, Europe, Latin America, Asia and other regions, and an extensive global network of channel partners including independent distributors, system integrators and value-added resellers. Our Enterprise segment sales force has direct relationships with our Enterprise customers and generates demand for our products, with sales fulfilled primarily through channel partners. Our direct sales force and channel partner relationships give us extensive reach and distribution capabilities to customers globally. Our Broadband segment products are primarily sold directly to MSOs, with whom we have long-standing relationships.

Proven Management Team with Record of Operational Excellence and Successful M&A Integration

We have a strong track record of organically growing market share, establishing leadership positions in new markets, managing cash flows, delivering profitable growth across multiple economic cycles and integrating large and small acquisitions. Our senior management team has an average of more than 20 years of experience in connectivity solutions for the communications infrastructure industry.

We have a history of strong operating cash flow and have generated approximately $1.4 billion in aggregate operating cash flow over the last five fiscal years. Our strong cash flow profile has allowed us to continue to invest in innovative research and development, pursue strategic acquisitions, repay debt and return cash to our shareholders. We continuously pursue opportunities to optimize our resources and reduce manufacturing costs by executing strategic initiatives aimed at improving our operating performance and lowering our cost structure.

Throughout our history, we have successfully complemented our strong organic growth with strategic acquisitions. Our management team has effectively integrated large acquisitions, such as Andrew in 2007 and Avaya Connectivity Solutions in 2004, as well as executed tuck-in acquisitions, such as Argus, iTRACS, Redwood Systems and LiquidxStream Systems, to help expand our market opportunities and continue to solve our customers business challenges in multiple growth areas. We have also made strategic minority investments in order to gain access to key technologies or capabilities. For example, in 2010, we invested in Hydrogenics, a supplier of fuel cells, to help expand our back-up power offerings.

Manufacturing and Distribution

We develop, design, fabricate, manufacture and assemble many of our products and solutions in-house at our facilities located around the world. We have strategically located our manufacturing and distribution facilities to provide superior service levels to customers. We have utilized lower cost geographies for high labor content products while investing in largely automated plants in higher cost regions close to customers. Currently, more than half of our manufacturing employees are located in lower-cost geographies such as China, the Czech Republic, India and Mexico. We continually evaluate and adjust operations to improve service, lower cost and improve the return on our capital investments. In addition, we utilize contract manufacturers for many of the product groups, including certain cabinets, power amplifiers and filter products. We believe that we have enough production capacity in place today to support current business levels and expected growth with modest capital investments.

Research and Development

Research and development is important to preserve our position as a market leader and to provide the most technologically advanced solutions in the marketplace. We have invested more than $100 million in research and development in each of the last five years. Our major research and development activities relate to ensuring our wireless products can meet our customers changing needs and to developing new enterprise structured-cabling solutions as well as improved functionality and more cost-effective designs for cables and apparatus. Many of our professionals maintain a presence in standards-setting organizations which helps ensure that our products can be formulated to achieve broad market acceptance.

Customers

Our customers include substantially all of the leading global wireless operators as well as thousands of enterprise customers, including many Fortune 500 enterprises, and leading cable television providers or MSOs, which we serve both directly and indirectly. Major customers and distributors include companies such as Anixter, AT&T Inc., Ooredoo, Verizon Communications Inc., Ericsson Inc., Alcatel-Lucent SA, Graybar Electric Company Inc., Comcast Corporation, T-Mobile US, Inc. and Huawei Technologies Co., Ltd. We support our global sales organization with regional service centers in locations around the world.

Products from our Wireless segment are primarily sold directly to wireless operators or to OEMs that sell equipment to wireless operators. Our customer service and engineering groups maintain close working relationships with these customers due to the significant amount of design and customization associated with some of these products. Sales to our top three Wireless segment customers represented 25% of our consolidated net sales for the three months ended March 31, 2014 and 18% and 14% of our consolidated net sales for the years ended December 31, 2013 and 2012, respectively. Sales to our top three OEM customers represented 8% of our consolidated net sales for the three months ended March 31, 2014 and 9% and 7% of our consolidated net sales for the years ended December 31, 2013 and 2012, respectively. No direct Wireless segment customer accounted for 10% or more of our consolidated net sales for the three months ended March 31, 2024 or the years ended December 31, 2013 or December 31, 2012.

The Enterprise segment has a dedicated sales team that generates customer demand for our solutions, which are sold to thousands of end customers primarily through independent distributors, system integrators and value-added resellers. Direct and indirect sales of Enterprise products to our top three Enterprise segment customers, all of whom are distributors, represented 15% of our consolidated net sales for the three months ended March 31, 2014 and 16% and 17% of our consolidated net sales for the years ended December 31, 2013 and 2012, respectively. Net sales to our largest distributor, Anixter and its affiliates, accounted for 11% of our net sales for the three months ended March 31, 2014 and 12% and 13% of our consolidated net sales for the years ended December 31, 2013 and 2012, respectively.

Broadband segment products are primarily sold directly to cable television system operators. Although we sell to a wide variety of customers dispersed across many different geographic areas, sales to our three largest domestic broadband customers represented 5% of our consolidated net sales for the three months ended March 31, 2014 and 5% and 6% of our consolidated net sales for the years ended December 31, 2013 and 2012, respectively.

We generally have no long-term contracts or minimum purchase commitments with any of our distributors, system integrators, value-added resellers or OEM customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. While we maintain long-term relationships with these parties and have not historically lost key customers, we have experienced variability in the level of purchases by our key customers, and any significant reduction in sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of and payment for our products, could materially and adversely affect our business, results of operations, financial condition and cash flows. See Risk Factors Risks Related to Our Business We depend on channel partners to sell our products in certain markets and regions and are subject to risks associated with these arrangements and Risk Factors Risks Related to Our Business A substantial portion of our business is derived from a limited number of key customers or distributors.

We employ a global manufacturing and distribution strategy to control production costs and improve service to customers. We support our international sales efforts with sales representatives based in Europe, Latin America, Asia and other regions throughout the world. Our net sales from international operations were $372.1 million for the three months ended March 31, 2014 and $1.6 billion for each of the years ended December 31, 2013, 2012 and 2011. See Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures about Market Risk.

Patents and Trademarks

We pursue an active policy of seeking intellectual property protection, namely patents and registered trademarks, for new products and designs. On a worldwide basis, we held approximately 2,600 patents and patent applications and over 1,300 registered trademarks and trademark applications as of December 31, 2013. We consider our patents and trademarks to be valuable assets, and while no single patent is material to our operations as a whole, we believe the CommScope, Andrew, Uniprise and SYSTIMAX trade names and related trademarks are critical assets to our business. We intend to rely on our intellectual property rights, including our proprietary knowledge, trade secrets and continuing technological innovation, to develop and maintain our competitive position. We will continue to protect certain key intellectual property rights.

Backlog and Seasonality

At March 31, 2014 and December 31, 2013, we had an order backlog of $779 million and $592 million, respectively. Orders typically fluctuate from quarter to quarter based on customer demand and general business conditions. Our backlog includes only orders that are believed to be firm. In some cases, unfilled orders may be canceled prior to shipment of goods, but cancellations historically have not been material. However, our current order backlog may not be indicative of future demand.

Due to the variability of shipments under large contracts, customers seasonal installation considerations and variations in product mix and in profitability of individual orders, we can experience significant quarterly fluctuations in sales and operating income. Our operating performance is typically weaker during the first and fourth quarters and stronger during the second and third quarters. These variations are expected to continue in the future. Consequently, it may be more meaningful to focus on annual rather than interim results.

Competition

The market for our products is highly competitive and subject to rapid technological change. We encounter significant domestic and international competition across all segments of our business. Our competitors include large, diversified companies some of whom have substantially more assets and greater financial resources than we do as well as small to medium-sized companies. We also face competition from less diversified companies that have concentrated their efforts in one or more areas of the markets we serve. Our primary competitors include Amphenol Corporation, Belden Inc., Comba Telecom Systems Holding Ltd., Corning Incorporated, Emerson Electric Co., Ericsson Inc., Huawei Technologies Co., Ltd., KATHREIN-Werke KG, Nokia, Panduit Corp., RFS (a division of Alcatel-Lucent SA) and TE Connectivity Ltd. We compete primarily on the basis of delivery solutions, product specifications, quality, price, customer service and delivery time. We believe that we differentiate ourselves in many of our markets based on our market leadership, global sales channels, manufacturing, intellectual property, strong reputation with our customer base, the scope of our product offering, the quality and performance of our solutions and our service and technical support.

Raw Materials

Our products are manufactured or assembled from both standard components and parts that are unique to our specifications. Our internal manufacturing operations are largely process oriented and we use significant quantities of various raw materials, including copper, aluminum, steel, brass, plastics and other polymers, fluoropolymers, bimetals and optical fiber, among others. We use significant volumes of copper, aluminum, steel and polymers in the manufacture of coaxial and twisted pair cables, antennas and cabinets. Other parts are produced using processes such as stamping, machining, molding and pressing from metals or plastics. Portions of the requirements for these materials are purchased under supply arrangements where some portion of the unit pricing may be indexed to commodity market prices for these metals. We may, from time to time, enter into forward purchase commitments for a specific commodity to mitigate our exposure to price changes for a portion of our anticipated purchases. Certain of the raw materials utilized in our products may only be available from a limited number of suppliers. We may, therefore, encounter availability issues and/or significant price increases.

Our profitability may be materially affected by changes in the market price of our raw materials, most of which are linked to the commodity markets. Prices for copper, aluminum, fluoropolymers and certain other polymers derived from oil and natural gas have fluctuated substantially during the past several years and exhibited significantly greater than normal levels of volatility. As a result, we have adjusted our prices for certain Wireless, Enterprise and Broadband segment products and may have to adjust prices again in the future. Delays in implementing price increases, failure to achieve market acceptance of price increases or price reductions in response to a rapid decline in raw material costs have in the past and could in the future have a material adverse impact on the results of our operations.

In addition, some of our products are assembled from specialized components and subassemblies manufactured by suppliers. We are dependent upon sole suppliers for certain key components for some of our products. If these sources were not able to provide these components in sufficient quantity and quality on a timely and cost-efficient basis, it could materially impact our results of operations until another qualified supplier is found. We believe that our supply contracts and our supplier contingency plans mitigate some of this risk.

Environment

We are subject to various federal, state, local and foreign environmental laws and regulations governing, among other things, discharges to air and water, management of regulated materials, the handling and disposal of solid and hazardous waste, the content of our products, and the investigation and remediation of contaminated sites. Because of the nature of our business, we have incurred, and will continue to incur, costs relating to compliance with or liability under these environmental laws and regulations. We believe we are in material compliance with applicable environmental requirements, including RoHS and WEEE. Compliance with current laws and regulations has not had and is not expected to have a material adverse effect on our financial condition. However, new laws and regulations, including efforts to regulate the types of substances allowable in certain of our products, or GHG emissions, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new remediation or discharge requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business.

Pursuant to the U.S. Comprehensive Environmental Response Compensation and Liability Act of 1980 and similar state statutes, current or former owners or operators of a contaminated property, as well as companies that generated, disposed of, or arranged for the disposal of hazardous substances at a contaminated property, are subject to strict, and under certain circumstances joint and several liability (that could result in an entity paying more than its fair share), for the costs of investigation and remediation of the contaminated property. Certain of our owned facilities are the subject of ongoing investigation and/or remediation of contamination in the soil and/ or groundwater and from time to time allegations are made that we arranged for the disposal of hazardous substances at sites that later require investigation and remediation. We are being indemnified by prior owners and operators of certain of these facilities from costs relating to most of these investigations or remediation activities. Based on currently available information and, in certain matters, the availability of indemnification, we do not believe the costs associated with these contaminated sites will have a material adverse effect on our financial condition or results of operations. However, there can be no assurance that we will not ultimately be liable for some or all of such costs. Moreover, our present and former facilities have or had been in operation for many years and, over such time, operations at these facilities have used substances or generated and disposed of wastes that are or may be considered hazardous. In addition, we have disposed of waste products either directly or through third parties at numerous disposal sites and we may be held responsible for clean-up costs at these sites. Therefore, it is possible that environmental liabilities may arise in the future that we cannot now predict.

Employees

As of March 31, 2014, we had a team of approximately 14,500 people to serve our customers worldwide. The majority of our employees are located outside of the United States.

As a matter of policy, we seek to maintain good relations with our employees at all locations. We are not subject to any collective bargaining agreements in the United States. Substantially all of our international employees are members of unions or subject to workers councils or similar statutory arrangements. From a company-wide perspective, we believe that our relations with our employees and unions are satisfactory. Historically, periods of labor unrest or work stoppage have not had a material impact on our operations or results.

Properties

Our facilities are used primarily for manufacturing, distribution and administration. Facilities primarily used for manufacturing may also be used for distribution, engineering, research and development, storage, administration, sales and customer service. Facilities primarily used for administration may also be used for research and development, sales and customer service. As of March 31, 2014, our principal facilities, grouped according to the facility s primary use, were as follows:

Location	Approximate square feet	Principal segments	Owned or leased
Administrative facilities:			
Hickory, NC(1)	84,000	Corporate Headquarters	Owned
Richardson, TX(1)	100,000	Wireless	Owned
Richardson, TX	75,000	Enterprise	Leased
Manufacturing and distribution facilities:			
Catawba, NC(1)	1,000,000	Broadband	Owned
Joliet, IL(2)	690,000	Wireless	Leased
Claremont, NC(1)	583,000	Enterprise	Owned
Suzhou, China(3)	414,000	Wireless	Owned
Suzhou, China(3)	363,000	Broadband	Owned
Statesville, NC(1)(4)	310,000	Broadband	Owned
Reynosa, Mexico	279,000	Wireless	Owned
Goa, India(3)	236,000	Wireless	Owned
Brno, Czech Republic	150,000	Wireless	Leased
Campbellfield, Australia	133,000	Wireless	Leased
Lochgelly, United Kingdom	132,000	Wireless and Broadband	Owned
Bray, Ireland	130,000	Enterprise	Owned
Mission, TX	121,000	Wireless	Leased
McCarran, NV	120,000	Broadband	Leased
Buchdorf, Germany	109,000	Wireless	Owned
Vacant facilities:			
Orland Park, IL(1)(5)		Wireless	Owned
Newton, NC(1)(6)	455,000	Wireless	Owned
Sorocaba, Brazil(1)(7)	152,000	Wireless	Owned

(1) Our interest in each of these properties is encumbered by a mortgage or deed of trust lien securing our senior secured credit facilities. See Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

(2) We have announced plans to cease manufacturing operations at this facility during 2014. This facility is currently being marketed for sublease.

(3) The buildings in these facilities are owned while the land is held under long-term lease agreements.

(4) The Statesville facility is expected to be vacated during 2014 and is currently being marketed for sale.

(5) The building at the Orland Park facility has been demolished and the 73 acre parcel is vacant.

(6) The Newton facility is currently being marketed for sale.

(7) The Sorocaba, Brazil facility is currently being marketed for sale.

We believe that our facilities and equipment generally are well maintained, in good condition and suitable for our purposes and adequate for our present operations. While we currently have excess manufacturing capacity in certain of our facilities, utilization is subject to change based on customer demand. We can give no assurances that we will not have excess manufacturing capacity or encounter capacity constraints over the long term.

Legal Proceedings

We are either a plaintiff or a defendant in certain pending legal matters in the normal course of business. Management believes none of these legal matters will have a material adverse effect on our business or financial condition upon their final disposition.

MANAGEMENT

Management

The following table provides information regarding our executive officers and Board of Directors:

Name	Age	Position
Marvin (Eddie) S. Edwards, Jr.	65	President, Chief Executive Officer and Director
Mark A. Olson	55	Executive Vice President and Chief Financial Officer
Randall W. Crenshaw	57	Executive Vice President and Chief Operating Officer
Frank (Burk) B. Wyatt, II	51	Senior Vice President, General Counsel and Secretary
Peter U. Karlsson	50	Senior Vice President, Global Sales
Robert W. Granow	56	Senior Vice President, Corporate Controller and Principal Accounting Officer
Philip M. Armstrong, Jr.	52	Senior Vice President, Corporate Finance
Joanne L. Townsend	60	Senior Vice President, Human Resources
Frank M. Drendel	69	Director and Chairman of the Board
Claudius (Bud) E. Watts IV	52	Director
Campbell (Cam) R. Dyer	40	Director
Austin A. Adams	71	Director
Marco De Benedetti	51	Director
Peter J. Clare	49	Director
Stephen (Steve) C. Gray	55	Director
L. William (Bill) Krause	72	Director
Timothy T. Yates	66	Director

Marvin (Eddie) S. Edwards, Jr.

Mr. Edwards became our President and Chief Executive Officer and a member of our Board of Directors following the Acquisition. From January 1, 2010 to the Acquisition, Mr. Edwards was our President and Chief Operating Officer. Prior to that, Mr. Edwards served as our Executive Vice President of Business Development and General Manager, Wireless Network Solutions since the closing of the Andrew acquisition in 2007. Prior to the Andrew acquisition, he served as our Executive Vice President of Business Development and the Chairman of the Board of Directors of our wholly-owned subsidiary, Connectivity Solutions Manufacturing LLC, since April 2005.
Mr. Edwards also served as President and Chief Executive Officer of OFS Fitel, LLC and OFS BrightWave, LLC, a joint venture between the Company and The Furukawa Electric Co. Mr. Edwards has also served in various capacities with Alcatel, including President of Alcatel North America Cable Systems and President of Radio Frequency Systems. The Board of Directors has concluded that Mr. Edwards should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry, as well as an understanding of the telecommunications industry.

Mark A. Olson

Mr. Olson became our Executive Vice President and Chief Financial Officer on February 1, 2012. From November 2009 to January 2012, Mr. Olson served as our Senior Vice President and Corporate Controller. Mr. Olson served as Vice President and Controller for Andrew LLC since the closing of the Andrew acquisition. Prior to that acquisition, he was Vice President, Corporate Controller and Chief Accounting Officer of Andrew. Mr. Olson joined Andrew in 1993 as Group Controller, was named Corporate Controller in 1998, Vice President and Corporate Controller in 2000 and Chief Accounting Officer in 2003. Prior to joining Andrew, he was employed by Nortel and Johnson & Johnson.

Randall W. Crenshaw

Mr. Crenshaw became our Executive Vice President and Chief Operating Officer following the consummation of the Acquisition. From January 1, 2010 to the Acquisition, Mr. Crenshaw was our Executive Vice President and Chief Supply Officer. Prior to this role, Mr. Crenshaw was Executive Vice President and General Manager, Enterprise since February 2004. From 2000 to 2004, he served as Executive Vice President, Procurement, and General Manager, Network Products Group of our company. Prior to that time, he held various positions with our company since 1985.

Frank (Burk) B. Wyatt, II

Mr. Wyatt has been Senior Vice President, General Counsel and Secretary of our company since 2000. Prior to joining our company as General Counsel and Secretary in 1996, Mr. Wyatt was an attorney in private practice with Bell, Seltzer, Park & Gibson, P.A. (now Alston & Bird LLP). Mr. Wyatt is also our Chief Ethics and Compliance Officer.

Peter U. Karlsson

Mr. Karlsson has been our Senior Vice President, Global Sales since July 2011. Mr. Karlsson previously served as Senior Vice President, Enterprise Sales since our acquisition of Avaya s Connectivity Solutions division in 2004. From 2002 to that acquisition, he was Global Vice President, Sales for Avaya s SYSTIMAX division. Mr. Karlsson joined AT&T in 1989 holding several management positions in the Nordic and Sub-Sahara Africa regions, was named General Manager of Lucent Technologies Global Commercial Markets Southwest Territory in 1997 and Managing Director, Caribbean and Latin America for Lucent Global Business Partners Group in 1999 before transitioning to Vice President, Distribution for Avaya s Connectivity Solutions division.

Robert W. Granow

Mr. Granow became our Vice President and Corporate Controller on February 1, 2012 and was promoted to Senior Vice President in December 2013. Mr. Granow joined our company in 2004 and has held various positions within the Corporate Controller organization. Prior to joining our company, he was employed by LifeSpan Incorporated, Aetna, Inc. and Arthur Andersen & Co.

Philip M. Armstrong, Jr.

Mr. Armstrong has been our Senior Vice President, Corporate Finance since November 2009. Mr. Armstrong previously served as Vice President, Investor Relations and Corporate Communications since 2000. Prior to joining our company in 1997, he held various Treasury and Finance positions at Carolina Power and Light Co. (formerly Progress Energy).

Joanne L. Townsend

Ms. Townsend became our Senior Vice President, Human Resources, in November 2012. Prior to joining our company, she was the Chief Human Resource Officer at Zebra Technologies Corporation from 2008 to November 2012. Ms. Townsend has more than 30 years of experience in human resources, or HR, including a long-term career with Motorola where she spent time in the Asia Pacific region as an expatriate in Hong Kong and had global responsibility for sales and marketing organizations; functional experience in employee relations, compensation and staffing; and experience in strategic HR support for a variety of business functions. Additionally, Ms. Townsend worked for our company from 2007 to 2008 as a vice president of HR, supporting the Wireless segment.

103

Frank M. Drendel

Mr. Drendel has been our Chairman of the Board since the Acquisition. He served as our Chairman of the Board and Chief Executive Officer from July 28, 1997 (when we were spun off from General Instrument Corporation and became an independent company, called the Spin-off) until the Acquisition. Effective with the Acquisition, Mr. Drendel stepped down as Chief Executive Officer but remained the Chairman of the Board. Mr. Drendel served as a director of GI Delaware, a subsidiary of General Instrument Corporation and its predecessors from 1987 to 1992 and was a director of General Instrument Corporation from 1992 until the Spin-off and NextLevel Systems, Inc. (which was renamed General Instrument Corporation) from the Spin-off until January 5, 2000. Mr. Drendel served as President and Chairman of CommScope, Inc. of North Carolina, or CommScope NC, our wholly-owned subsidiary from 1986 to 1997, and has served as Chief Executive Officer of CommScope NC since 1976. From 1971 to 1976, Mr. Drendel held various positions within CommScope NC.

Mr. Drendel is a director of the National Cable & Telecommunications Association, the principal trade association of the cable industry in the United States, and was inducted into the Cable Television Hall of Fame in 2002. Mr. Drendel joined the board of directors of Tyco International, Ltd. on September 14, 2012 and served as a director of Sprint Nextel Corporation from August 2005 to May 2008 and as a director of Nextel Communications, Inc. from August 1997 to August 2005. The Board of Directors has concluded that Mr. Drendel should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry, as well as an understanding of the telecommunications industry.

Claudius (Bud) E. Watts IV

Mr. Watts became a member of our Board of Directors following the Acquisition. He currently serves as a Managing Director and Head of the Technology Buyout Group of The Carlyle Group. Prior to joining Carlyle in 2000, Mr. Watts was a Managing Director in the M&A group of First Union Securities, Inc. He joined First Union Securities when First Union acquired Bowles Hollowell Conner & Co., where Mr. Watts was a principal. He also serves on the board of directors of Freescale Semiconductor and formerly SS&C Technologies, Inc. and has previously served on the boards of directors of numerous other Carlyle portfolio companies over the past 13 years. The Board of Directors has concluded that Mr. Watts should serve as a director because he brings extensive experience regarding the management of public and private companies, and the financial services industry.

Campbell (Cam) R. Dyer

Mr. Dyer became a member of our Board of Directors following the Acquisition. He currently serves as a Managing Director in the Technology Buyout Group of The Carlyle Group, which he joined in 2002. Prior to joining Carlyle, Mr. Dyer was an associate with the private equity firm William Blair Capital Partners (now Chicago Growth Partners), a consultant with Bain & Company and an investment banking analyst in the M&A Group of Bowles, Hollowell, Conner & Co. He also serves on the board of directors of SS&C Technologies, Inc. The Board of Directors has concluded that Mr. Dyer should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry.

Austin A. Adams

Mr. Adams became a member of our Board of Directors in January 2014. He served as Executive Vice President and Corporate Chief Information Officer of JPMorgan Chase from July 2004 (upon the merger of JPMorgan Chase and Bank One Corporation) until his retirement in October 2006. Prior to the merger, Mr. Adams served as Executive Vice President and Chief Information Officer of Bank One from 2001 to 2004. Prior to joining Bank One, he was Chief Information Officer at First Union Corporation (now Wells Fargo & Co.) from 1985 to 2001. Mr. Adams is also a director of the following public companies: The Dun & Bradstreet Corporation, Spectra

Energy, Inc. and CommunityOne Bancorp, where he is Chairman of the Board. He has not served as a director of any other public company in the last five years. The Board has concluded that Mr. Adams should serve as a director because he brings significant experience in information technology, has significant public company directorship and committee experience and has significant core business skills, including technology and strategic planning.

Marco De Benedetti

Mr. De Benedetti became a member of our Board of Directors following the Acquisition. He joined Carlyle in 2005 and is currently a Managing Director and Co-head of Carlyle s European Buyout Group, particularly focusing on the telecommunications and branded consumer goods sectors. Prior to joining Carlyle, Mr. De Benedetti was the Chief Executive Officer of Telecom Italia. Mr. De Benedetti was the Chief Executive Officer of Telecom Italia Mobile from 1999 until its merger with Telecom Italia. Mr. De Benedetti currently also serves on the boards of directors of NBTY Inc., Moncler SpA, Twin-Set Simona Barbieri and Cofide SpA. He served on the boards of directors of Numericable Group SA and Zodiac Marine & Pool during 2013 and Parmalat S.p.A. between 2005 and 2011. The Board of Directors has concluded that Mr. De Benedetti should serve as a director because he has significant directorship experience and has significant core business skills, including financial and strategic planning.

Peter J. Clare

Mr. Clare became a member of our Board of Directors following the Acquisition. Mr. Clare currently serves as a Managing Director of The Carlyle Group as well as Co-head of U.S. Buyout Group. Prior to joining Carlyle in 1992, Mr. Clare was with First City Capital Corporation, a private equity firm that invested in leveraged buyouts, public equities, distressed bonds and restructuring. Prior to joining First City Capital, he was with the Interfunding/Merchant Banking Group and Leveraged Buyout Department of Prudential-Bache Capital Funding. Mr. Clare currently serves on the boards of directors of Booz Allen Hamilton Holding Corporation, Sequa Corporation and Pharmaceutical Product Group. He served on the board of directors of Wesco Aircraft Holdings, Inc. between 2006 and 2012 and ARINC Inc. between 2007 and 2013. The Board of Directors has concluded that Mr. Clare should serve as a director because he brings significant experience in finance, financial reporting, compliance and controls and global businesses, has public company directorship and committee experience and has significant core business skills, including financial and strategic planning.

Stephen (Steve) C. Gray

Mr. Gray became a member of our Board of Directors following the Acquisition. He currently serves as a Senior Advisor to The Carlyle Group. Mr. Gray is the Founder and Chairman of Gray Venture Partners, LLC and previously served as President of McLeodUSA Incorporated from 1992 to 2004. Prior to joining McLeodUSA, he served from 1990 to 1992 as Vice President of Business Services at MCI Inc. and before that, from 1988 to 1990, he served as Senior Vice President of National Accounts and Carrier Services for TelecomUSA. From 1986 to 1988, Mr. Gray held a variety of sales management positions with WilTel Network Services and the Clayton W. Williams Companies, including ClayDesta Communications Inc. Mr. Gray serves as the Chairman of ImOn Communications, LLC, SecurityCoverage, Inc., Involta, LLC and HH Ventures, LLC and he also serves on the board of directors for Syniverse Holdings, Inc. and served on the board of directors for Insight Communications, Inc. from December 2005 until February 2012. The Board of Directors has concluded that Mr. Gray should serve as a director because he has significant core business skills, including financial and strategic planning, and has extensive experience as a director.

L. William (Bill) Krause

Mr. Krause became a member of our Board of Directors following the Acquisition. Mr. Krause has been President of LWK Ventures, a private investment firm, since 1991. He also currently serves as a Senior Advisor to The Carlyle Group. In addition, Mr. Krause served as Chairman of the Board of Caspian Networks, Inc., an IP

networking systems provider, from April 2002 to September 2006 and as Chief Executive Officer from April 2002 until June 2004. Mr. Krause also served as President and Chief Executive Officer of 3Com Corporation, a global data networking company, from 1981 to 1990, and as its Chairman from 1987 to 1993 when he retired. Mr. Krause currently serves on the boards of directors of the following public companies: Brocade Communications Systems, Inc., a network systems supplier; Coherent, Inc., a leading supplier of Photonic-based systems; and Core-Mark Holdings, Inc., a distributor of packaged consumer goods. Mr. Krause also previously served as director for the following public companies during the last five years: Packateer, Inc., and the Trizetto Group, Inc. The Board of Directors has determined that Mr. Krause should serve as a director because of his years of executive leadership and management experience in the high technology industry and his service on other public company boards and committees.

Timothy T. Yates

Mr. Yates became a member of our Board of Directors following the IPO. Mr. Yates serves as a Director of Monster Worldwide, Inc., a publicly traded company, and he served as its Executive Vice President from June 2007 until June 2013 and Chief Financial Officer from June 2007 until January 2011 and to which he currently provides services as a consultant on an as-needed basis. Prior to that, Mr. Yates served as Senior Vice President, Chief Financial Officer and a Director of Symbol Technologies, Inc. from February 2006 to June 2007. From January 2007 to June 2007, he was responsible for the integration of Symbol into Motorola, Inc. s Enterprise Mobility business. From August 2005 to February 2006, Mr. Yates served as an independent consultant to Symbol. Prior to this, from October 2002 to November 2005, Mr. Yates served as a partner and Chief Financial Officer of Saguenay Capital, a boutique investment firm. Prior to that, he served as a founding partner of Cove Harbor Partners, a private investment and consulting firm, which he helped establish in 1996. From 1971 through 1995, Mr. Yates held a number of senior leadership roles at Bankers Trust New York Corporation, including serving as Chief Financial and Administrative Officer from 1990 through 1995. The Board of Directors has concluded that Mr. Yates should serve as a director because he has significant core business skills, including financial and strategic planning, and he has significant management experience and financial expertise.

Controlled Company

For purposes of the rules of Nasdaq, we are and expect to continue to be a controlled company. Controlled companies under those rules are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. Carlyle controls more than 50% of the combined voting power of our common stock and has the right to designate a majority of the members of our Board of Directors for nomination for election and the voting power to elect such directors. Accordingly, we take advantage of certain exemptions from corporate governance requirements provided in the rules of Nasdaq, and we intend to continue to take advantage of these exemptions from corporate governance requirements for so long as we continue to be a controlled company. Specifically, as a controlled company, we are not required to have (i) a majority of independent directors or (ii) a Compensation Committee composed entirely of independent directors or (iii) our director nominees selected, or recommended for selection by the Board of Directors, either by (a) independent directors constituting a majority of the Board s independent directors in a vote in which only independent directors participate or (b) a nomination committee comprised solely of independent directors. Therefore, we do not have a majority of independent directors, our Nominating and Compensation Committees do not consist entirely of independent directors and such committees will not be subject to annual performance evaluations; accordingly, our stockholders do not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq rules. The controlled company exemption does not modify the independence requirements for the Audit Committee, and we are in compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq rules, which require that our Audit Committee be composed of at least three members, one of whom was independent upon the listing of our common stock on Nasdaq and a majority of whom were independent within 90 days of the IPO. We intend to comply with the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq rules, which require that each member of our Audit Committee be independent within one year of the IPO.

Board Composition

Our Board of Directors currently consists of ten members. Frank M. Drendel is our Chairman of the Board of Directors.

The number of members on our Board of Directors may be modified from time to time exclusively by resolution of our Board of Directors, subject to the terms of our amended and restated stockholders agreement. Our Board is divided into three classes whose members serve three-year terms expiring in successive years. Directors hold office until their successors have been duly elected and qualified or until the earlier of their respective death, resignation or removal.

At each annual meeting of stockholders, the successors to the directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting of stockholders following such election. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

On January 14, 2011, we entered into a stockholders agreement with Carlyle, members of management who hold common stock and certain other stockholders. Upon the effectiveness of the registration statement that was filed in connection with the IPO, the stockholders agreement was amended and restated. See Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement. Pursuant to the amended and restated stockholders agreement, but subject to the annual election process, Carlyle has the right to designate nine of our eleven directors. Mr. Drendel will also be a director, and shall serve as the non-executive chairman of the Board, for so long as he is employed by us pursuant to his employment agreement. See Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements for more information regarding the employment agreement we have entered into with Mr. Drendel. The final director is our senior ranking executive officer, who, for so long as he serves as our chief executive officer, will be Marvin S. Edwards, Jr. All parties to the amended and restated stockholders agreement have agreed to vote their shares in favor of such designees. Carlyle is not obligated to designate the entire number of directors to which it is entitled and any such undesignated positions shall remain vacant until such time as Carlyle exercises its right to designate such additional directors. Currently, Carlyle has designated only eight of the nine director positions to which it is entitled under the amended and restated stockholders agreement. The position for the one additional Carlyle designee shall remain vacant until such time as Carlyle desires to exercise its right to designate a director to fill this vacancy, or, if it loses its right to designate any directors pursuant to the terms of the amended and restated stockholders agreement, these positions will be filled by our stockholders in accordance with our certificate of incorporation and bylaws. See Description of Capital Stock for more information regarding our amended and restated certificate of incorporation and our amended and restated bylaws. Messrs. Adams, Clare, De Benedetti, Dyer, Gray, Krause, Watts and Yates have been designated by Carlyle.

When considering whether directors and nominees have the experience, qualifications, attributes or skills, taken as a whole, to enable the Board of Directors to satisfy their oversight responsibilities effectively in light of our business and structure, the Board of Directors focused primarily on each person s background and experience as reflected in the information discussed in each of the directors individual biographies set forth immediately above. We believe that our directors provide an appropriate diversity of experience and skills relevant to the size and nature of our business.

Board Committees

Our Board of Directors directs the management of our business and affairs as provided by Delaware law and conducts its business through meetings of the Board of Directors and three standing committees: the Audit, the Compensation and the Nominating Committee. In addition, from time to time, other committees may be established under the direction of the Board of Directors when necessary or advisable to address specific issues.

Each of the Audit Committee, Compensation Committee and Nominating Committee operates under a charter that was approved by our Board of Directors. A copy of each of these charters is available on our website at www.commscope.com. Information on, or accessible through, our website is not part of this prospectus, nor is such content incorporated by reference herein.

Audit Committee

The Audit Committee, which consists of Messrs. Yates (Chairman), Adams and Dyer, is responsible for, among its other duties and responsibilities, assisting the Board of Directors in overseeing: our accounting and financial reporting processes and other internal control processes, the audits and integrity of our financial statements, our compliance with legal and regulatory requirements, the qualifications and independence of our independent registered public accounting firm, our Code of Conduct and Code of Ethics and Business Conduct, and the performance of our internal audit function and independent registered public accounting firm. Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. Our Audit Committee also has the authority to review and approve our decision to enter into derivatives and swaps and to establish policies and procedures with respect thereto, including utilizing the commercial end-user exemption to enter into non-cleared swaps which are not executed through a board of trade or swap execution facility.

Mr. Yates was appointed as the Chairman of the Audit Committee on February 20, 2014. Mr. Dyer served as the Chairman of the Audit Committee prior to the appointment of Mr. Yates to this position. The Board of Directors has determined that each of Messrs. Yates, Adams and Dyer is an audit committee financial expert as such term is defined under the applicable regulations of the SEC and has the requisite accounting or related financial management expertise and financial sophistication under the applicable rules and regulations of Nasdaq. The Board of Directors has also determined that Messrs. Adams and Yates are independent under Rule 10A-3 under the Exchange Act and the Nasdaq standard, for purposes of the Audit Committee. Rule 10A-3 under the Exchange Act requires that all members of the Audit Committee be independent (within the meaning of Rule 10A-3 under the Exchange Act and the Nasdaq standard) within one year from the date of the IPO. We intend to comply with this independence requirement. All members of the Audit Committee are able to read and understand fundamental financial statements, are familiar with finance and accounting practices and principles and are financially literate.

In 2013, the Audit Committee met five times.

Compensation Committee

The Compensation Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is responsible for, among its other duties and responsibilities, reviewing and approving the compensation philosophy for our chief executive officer, reviewing and approving all forms of compensation and benefits to be provided to our other executive officers and reviewing and overseeing the administration of our equity incentive plans. The Compensation Committee s processes for fulfilling its responsibilities and duties with respect to executive compensation and the role of executive officers and management in the compensation process are each described under Compensation Discussion and Analysis Determination of Compensation Awards.

In 2013, the compensation committee met three times.

Nominating Committee

The Nominating Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is, subject to our amended and restated stockholders agreement, responsible for, among its other duties and responsibilities, identifying and recommending candidates to the Board of Directors for election to our Board of Directors and reviewing the composition of the Board of Directors and its committees. For more information regarding the amended and restated stockholders agreement, see Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement.

The Nominating Committee was formed on October 24, 2013 in connection with the IPO and did not meet in 2013.

Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2013, our Compensation Committee consisted of Messrs. Watts (Chairman), Dyer and Krause. None of the members of our Compensation Committee is currently one of our officers or employees. Messrs. Watts and Dyer are employed by Carlyle, and Mr. Krause is a Senior Advisor to Carlyle. Carlyle is a party to a stockholders agreement with our Company and other stockholders. See Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement. In addition, during the year ended December 31, 2013, we paid Carlyle fees of $23.2 million under a management agreement between us and Carlyle (approximately $20.2 million of which was to terminate the management agreement), and we also paid dividends during 2012 and 2013 of approximately $727.0 million to Carlyle according to its ownership of our common stock. See Certain Relationships and Related Party Transactions Management Agreement and Dividends. During the year ended December 31, 2013, none of our executive officers served as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our Board of Directors or our Compensation Committee.

Code of Ethics and Business Conduct

We have adopted a Code of Conduct that applies to all of our directors, executive officers and Senior Financial and Accounting Officers. We have also adopted a Code of Ethics and Business Conduct that applies to all of our employees. A copy of the Code of Conduct and the Code of Ethics and Business Conduct will be available on our website and will also be provided to any person without charge. Request should be made in writing to General Counsel at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, NC 28602, or by telephone at (828) 324-2200.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This Compensation Discussion and Analysis provides an overview and analysis of (1) the elements comprising our compensation program for our named executive officers, or NEOs, identified below during 2013, (2) the material compensation decisions made by the Compensation Committee of our Board of Directors under that program and reflected in the executive compensation tables that follow this Compensation Discussion and Analysis and (3) the material factors our Compensation Committee considered in making those decisions. The principal objectives of our compensation program with respect to executives are to:

- provide compensation opportunities that enable us to attract superior talent in a highly competitive industry;
- retain key employees and reward outstanding achievement;
- foster management s performance in order to produce financial results that our Compensation Committee believes will enhance the long-term interests of the stockholders; and
- align management s interests with those of the stockholders and encourage executives to have equity stakes in our company.

The primary elements of our executive compensation program are summarized in the following table:

Compensation Element	Primary Objectives
Base Salary	Recognize performance of job responsibilities and attract and retain individuals with superior talent.
Annual Incentive Plan, Revenue Growth Plan, and Discretionary Performance Compensation Policy Awards	Provide major short-term incentives linked directly to increases in recognized financial measures.
Equity Incentive Awards	Emphasize our company s long-term performance objectives, promote the maximization of stockholder value and retain key executives by providing an opportunity to participate in the ownership of our company.
Severance and Change in Control Benefits	Encourage key executives continued attention and dedication and focus their attention on company objectives and stockholder value when considering strategic alternatives.
Supplemental Executive Retirement Plan and Deferred Compensation Plan	Provide an opportunity for savings and long-term financial security.
Employee Benefits and Perquisites	Attract and retain talented executives in a cost-efficient manner.

We intend for our NEOs total compensation to reflect a pay for performance compensation philosophy. Total compensation for our NEOs has been allocated between the compensation elements, taking into consideration the balance between providing short-term incentives and long-term investment in our financial performance, in order to align the interests of management with the interests of stockholders and to provide competitive pay and benefits to our NEOs. The variable annual non-equity incentive awards and the equity awards are designed to ensure that total compensation reflects the overall success or failure of our company and to motivate the NEOs to meet appropriate performance measures, thereby maximizing total return to stockholders.

For the year ended December 31, 2013, our NEOs were as follows:

- Marvin S. Edwards, Jr., President and Chief Executive Officer (principal executive officer);
- Mark A. Olson, Executive Vice President and Chief Financial Officer (principal financial officer);
- Randall W. Crenshaw, Executive Vice President and Chief Operating Officer;
- Frank B. Wyatt, II, Senior Vice President, General Counsel and Secretary;
- Peter U. Karlsson, Senior Vice President, Global Sales; and
- Frank M. Drendel, Chairman of the Board.

Determination of Compensation Awards

Our Compensation Committee is provided with the primary authority to determine and approve the compensation awards available to our NEOs and is charged with reviewing our executive compensation policies and practices to ensure adherence to our compensation philosophies and that the total compensation paid to our NEOs is fair, reasonable and competitive, taking into account our position within our industry and the level of expertise and experience of our NEOs in their positions. To aid our Compensation Committee in making its determinations, our Chief Executive Officer provides recommendations annually to our Compensation Committee regarding the compensation of all officers who report directly to him.

For 2013, our Compensation Committee determined the total amount of compensation for our NEOs and the allocation of total compensation among each of the components of compensation, based generally on compensation levels from prior years and in reliance upon the judgment and general industry knowledge of its members obtained through years of service with comparably sized companies in our industry and other similar industries to ensure the attraction, development and retention of superior talent.

We believe that direct ownership in our company provides our NEOs with a strong incentive to increase the value of our company and we therefore historically have encouraged equity ownership by NEOs and other employees through a variety of means, including direct stock holdings and the award of stock options and other equity-based interests. While we encourage our directors and officers to be significant stockholders, we do not currently have any formal stock ownership guidelines. However, we believe that awards under our equity incentive programs to our NEOs substantially align their interests with those of stockholders.

2013 Elements of Compensation

Base Salary

We set base salaries for our NEOs generally at a level we deem necessary to attract and retain individuals with superior talent. In addition to considering industry and market practices, our Compensation Committee and Board of Directors annually review our NEOs performance. Adjustments in base salary are generally based on each NEO s individual performance and level and scope of responsibility and experience, as well as considerations of market pay practices.

In connection with 2013 compensation recommendations, our Chief Executive Officer, with assistance from our Human Resources department including our Senior Vice President of Human Resources, reviewed publicly available compensation survey data, which did not identify individual compensation data for specific companies, to aid in making his annual compensation recommendations to our Compensation Committee. This review was not done for purposes of benchmarking compensation with any particular group of companies, but rather to ensure that compensation recommendations were generally consistent with market levels. Following our Chief Executive Officer s recommendations, and consistent with past practices, in early 2013 our Compensation Committee increased base salaries for each of our NEOs. While most of the NEOs received base salary increases of approximately 2.9% to 3.5%, consistent with past practice, Mr. Olson received a more substantial base salary increase (5.7%) in order to better align his salary with market levels.

The base salaries for our NEOs in 2013, reflecting salary increases taking effect for such year, are set forth in the following table:

Name	2013 Base Salary(1)
Marvin S. Edwards, Jr.	$ 905,000
Mark A. Olson	$ 465,000
Randall W. Crenshaw	$ 640,000
Frank B. Wyatt, II	$ 450,000
Peter U. Karlsson	$ 455,000
Frank M. Drendel	$ 530,000

(1) Reflects a base salary increase that occurred in April 2013.

Cash Incentive Plans

Our Compensation Committee believes that the payment of annual, performance-based, cash compensation provides incentives necessary to retain executive officers and reward them for short-term company performance. Therefore, our Compensation Committee structures our compensation programs to reward executive officers based on our performance during each fiscal year.

Annual Incentive Plan

Historically, our company s financial performance and, when appropriate, operating segment financial performance has been taken into account when determining plan payouts for our NEOs under the CommScope Holding Company, Inc. Annual Incentive Plan, or the AIP. Our company s performance measures are approved by our Compensation Committee during the first quarter of the relevant performance year. Concurrently with the establishment of performance measures, target awards expressed as a percentage of base salary for the year are established for each of our NEOs.

Our Compensation Committee retains the subjective ability to, at any time prior to the final determination of awards, change the target award percentage of participants other than NEOs to reflect any change in the participant s responsibility level or position during the course of the performance period. Our Compensation Committee may choose to make subjective changes to target award percentages or performance measures, as appropriate, to account for extraordinary business circumstances that are out of a business unit s control. In addition, our Compensation Committee may in its sole discretion decrease the amount of an award that would be otherwise payable to a participant in the plan who is a NEO. If a change in control of our company occurs, we will pay each participant a cash award equal to the participant s target incentive for the AIP plan cycle then underway (with the payout prorated to the date of the change in control). We believe this is appropriate since the impact of a change in control on operating income or other financial targets is unpredictable and could potentially adversely affect participant awards under the AIP. This offering will not result in such a change of control. In addition, we adopted a new AIP in connection with the IPO to provide our Compensation Committee with greater flexibility regarding annual bonus determinations starting in 2014. The new AIP is discussed in more detail under Executive Compensation Plans 2013 Long-Term Incentive Plan and Annual Incentive Plan below.

For fiscal year 2013, our Compensation Committee approved the performance metrics for the 2013 performance year to be 15% based upon adjusted free cash flow (defined as cash flow from operations, less capital expenditures and adjustments for unusual items as approved by the Compensation Committee) and 85% based upon our Adjusted EBITDA. Adjusted EBITDA consists of earnings before interest, taxes, depreciation and amortization (including impairments to goodwill and other intangible assets and adjustments for purchase accounting), equity-based compensation and certain non-cash, nonrecurring or other items that are included in net income (loss) that we do not consider indicative of our ongoing operating performance. The following chart sets forth the weighting of each performance metric, the threshold, target and maximum performance goals, and the actual performance achieved under our AIP for the year ended December 31, 2013 (dollars in millions):

Performance Metric	**Weighting**	**Threshold**	**Target**	**Maximum**	**Achieved**
Adjusted free cash flow	15%	$ 102.5	$ 120.6	$ 120.6	$ 200.9
Adjusted EBITDA	85%	$ 491.3	$ 578.0	$ 693.6	$ 675.3

Based on the actual levels of achievement set forth above, Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel were entitled to bonus payments in amounts equal to approximately 184.1% of their target bonus amounts and our Compensation Committee did not exercise its discretion to reduce the payouts under the AIP.

The following table sets forth the threshold, target and maximum annual incentive award potential for, and the actual amount awarded to, each of our NEOs for 2013.

Name	**Threshold Award (% of 2013 Base Salary)**	**Target Award (% of 2013 Base Salary)**	**Maximum Award (% of 2013 Base Salary)**	**Actual 2013 Award ($)(1)**
Marvin S. Edwards, Jr.	62.5%	125%	241.9%	$ 2,065,270
Mark A. Olson	40%	80%	154.8%	$ 675,662
Randall W. Crenshaw	42.5%	85%	164.5%	$ 993,624
Frank B. Wyatt, II	35%	70%	135.5%	$ 575,054
Peter U. Karlsson	35%	70%	135.5%	$ 573,553
Frank M. Drendel	25%	50%	96.8%	$ 484,381

(1) Actual award is based on base salary earnings for the year.

Revenue Generation Plan

For 2013, the Compensation Committee authorized the creation of an additional bonus pool of up to $10.0 million if the Company s net revenues for 2013, after certain adjustments related to the impact of acquisitions, exceeded the actual net revenues for 2012 of $3,321.885 million (the Revenue Growth Plan or RGP). The Company s net revenues for 2013, net of the acquisition-related adjustments, exceeded actual net revenues for 2012 by 4.38%, resulting in a total bonus pool of $6.745 million. The pool was allocated among all employees eligible to participate in the AIP, including each of our NEOs, based on their target AIP award for 2013 in relation to the sum of the target AIP awards for all eligible participants. The participation percentages for the named executive officers for 2013 were as follows: 3.1% for Mr. Edwards, 1.0% for Mr. Olson, 1.5% for Mr. Crenshaw, 0.9% for Mr. Wyatt, 0.9% for Mr. Karlsson, and 0.7% for Mr. Drendel.

Discretionary Performance Compensation Policy

In addition to the AIP and RGP, we also provide the Discretionary Performance Compensation Policy, or the DPCP, a broad-based annual incentive program for all U.S.-based employees, including our NEOs. Under the DPCP, participants are eligible to receive a percentage of their annualized pay rate as of the end of the performance year as a cash incentive. The target percentage, which is the maximum payable under the DPCP, is established each calendar year by our Board of Directors or a committee thereof, generally during the first quarter of the performance year. The percentage payable is the same for each eligible employee and is set by a formulaic process based on achievement of established performance objectives. The DPCP is designed to encourage improved performance and reward employees for performance in the relevant performance year.

For the 2013 fiscal year, our Board of Directors set the target percentage at 2% of the year-end annualized pay rate for each eligible employee if our company s Adjusted EBITDA equaled or exceeded the Adjusted EBITDA target set forth in the AIP. The percentage to be provided to employees decreased as company performance as a percent of the target Adjusted EBITDA declined, down to 0% if less than 50% of the target Adjusted EBITDA was reached. For the 2013 performance year the Adjusted EBITDA performance target was exceeded and the payment to each employee, including our NEOs, was 2.0% of his or her year-end annualized pay rate.

Equity Incentive Awards

Our Compensation Committee believes that key employees, who are in a position to make a substantial contribution to the long-term success of our company and to build stockholder value, should have a significant and on-going stake in our company s success. Prior to becoming a private company in 2011, the annual grant of equity awards to the NEOs was a principal focus of our compensation program. In connection with our becoming a private company in 2011, we adopted a new equity incentive compensation plan, which we amended on February 19, 2013 (the Amended and Restated 2011 Incentive Plan) to increase the number of shares of common stock available for issuance thereunder, as so amended and restated, the 2011 Plan. Shortly after becoming a private company in 2011, we made large, one-time equity incentive grants, or founders awards, to our NEOs under that plan. In addition, Mr. Olson received an additional stock option grant in connection with his promotion to Chief Financial Officer in 2012. We did not grant any equity-based awards to our NEOs during fiscal year 2013.

Certain of the outstanding options held by the NEOs are rollover options that were assumed by us in connection with the Acquisition. All rollover options became fully vested in connection with the Acquisition. All other outstanding equity awards held by our NEOs as of December 31, 2013 consist of founders award options granted under the 2011 Plan and were granted following the Acquisition in 2011, except that Mr. Olson received an additional founders award in 2012 in connection with his promotion to Chief Financial Officer, as described above. Half of the founders awards granted to each NEO are time-vested options that vest and become exercisable, subject to the continued employment of the NEO, in five equal annual installments (or four equal annual installments, with respect to Mr. Olson s 2012 option award) beginning on January 14, 2012 (or January 14, 2013, with respect to Mr. Olson s 2012 option grant). The remaining half of the founders awards granted to each NEO consists of performance-vested options that vest and become exercisable in annual installments over a period of five years (or four years, with respect to Mr. Olson s 2012 option award), subject to the achievement of annual Adjusted EBITDA performance goals. The performance-vested options that would otherwise fail to become vested in accordance with the Adjusted EBITDA targets are eligible for catch-up vesting and/or carry-forward vesting if Adjusted EBITDA targets are exceeded in other performance years. Further, in the event of a liquidity event all time-vested options will vest in full and, if the liquidity event results in a return to Carlyle of at least a threshold multiple of its invested capital, all or a portion of the performance-vested options will vest in full (depending on the return Carlyle receives on its invested capital). This offering will not result in such a liquidity event. For more information regarding the liquidity event provisions in the option agreements, see the discussion below under the heading Potential Payments Upon Termination or Change in Control Equity Incentive Awards.

For 2013, the Adjusted EBITDA threshold and maximum performance targets for the performance-based portion of the founders award options that were set at the time the options were granted in early 2011 were $583.0 million and $661.0 million, respectively. Actual Adjusted EBITDA for 2013 ($675.3 million) exceeded the maximum Adjusted EBITDA level, and therefore the applicable performance-vested options vested at a level of 100%. The Actual Adjusted EBITDA in excess of the maximum Adjusted EBITDA level was applied to the 2011 performance year in accordance with the catch-up vesting provisions of the option, but it was insufficient to achieve the threshold Adjusted EBITDA level for such year and no additional options vested. With respect to Mr. Olson s option granted in 2012, the Actual Adjusted EBITDA in excess of the maximum Adjusted EBITDA level was applied to the 2012 performance year and additional options vested. For information about how we calculate Adjusted EBITDA see above under the heading 2013 Elements of Compensation Cash Incentive Plans Annual Incentive Plan.

On November 30, 2012, we declared and paid a special dividend of $200.0 million, or $1.29 per share, on our common stock, which we refer to herein as the 2012 Dividend. In addition, on May 20, 2013 and June 28, 2013

we declared special dividends of $342.8 million, or $2.21 per share (paid on May 28, 2013), and $195.9 million, or $1.26 per share (paid on June 28, 2013), respectively, on our common stock, which we refer to herein together as the 2013 Dividends. The 2012 Dividend and the 2013 Dividends are referred to herein together as the Special Dividends.

In connection with each Special Dividend and in accordance with the terms of the option agreements, the holders of outstanding options received equitable adjustments to reflect the reduction in the value of the common stock as a result of the Special Dividend. This adjustment took the form of one of the following (or a combination thereof): (i) a cash payment or (ii) a reduction in the exercise price per share under the option. All outstanding options granted under the 2011 Plan entitled the holders thereof to receive the adjustment through a reduction in exercise price of the underlying option. In connection with the 2012 Dividend, (i) some of the rollover options entitled the holders thereof to receive the adjustment through a reduction in exercise price of the underlying option and (ii) some of the rollover options entitled the holders thereof to receive the adjustment through a combination of a cash payment and a reduction in exercise price of the underlying option (in these cases, the aggregate amount of these adjustments equaled the amount of the dividend). However, in connection with the 2013 Dividends, all of the rollover options entitled the holders thereof to receive the adjustment in the form of cash payments.

The aggregate amount of the cash payments made with respect to the options in connection with the Special Dividends (including amounts paid to our NEOs) was $12.0 million; of this amount $0.7 million was paid in connection with the 2012 Dividend and the remaining $11.3 million was paid in connection with the 2013 Dividends.

In connection with the IPO, we adopted a new equity incentive plan and no further awards will be made under prior equity plans. The new equity incentive plan is discussed in more detail under Executive Compensation Plans 2013 Long-Term Incentive Plan and Annual Incentive Plan below.

Supplemental Executive Retirement Plan

We maintain a nonqualified Supplemental Executive Retirement Plan, or the SERP, that is intended to provide retirement and related benefits to certain of our executive officers. All of the NEOs, other than Mr. Olson, participate in the SERP. Our Compensation Committee considers the SERP to be an important long-term retention program because, with certain exceptions, SERP participants must stay employed with us until retirement in order to receive any payment under the SERP. For additional information regarding the SERP, see below under Nonqualified Deferred Compensation.

Employee Benefits and Perquisites

Our NEOs are eligible under the same plans as all other U.S. employees for medical, dental, vision and short- term and long-term disability insurance and a Health Savings Plan. We also maintain the CommScope, Inc. Retirement Savings Plan, or the 401(k) plan, in which substantially all of our U.S. employees, including our NEOs, are eligible to participate. We currently contribute 2% of the participant s salary and bonus and provide matching contributions of up to 4% of the participant s salary and bonus, up to a maximum of 6% of the participant s salary and bonus, subject to certain statutory limitations ($255,000 for 2013). In addition, we provide our NEOs with a supplemental term life insurance policy. We provide these benefits due to their relatively low cost and the high value they provide in attracting and retaining talented executives.

Deferred Compensation Plan

In October 2012, we adopted a voluntary non-qualified deferred compensation plan, or the DCP, that permits a group of our management, including the NEOs, and other key employees to defer up to 90% of their compensation (including base salary, AIP and DPCP awards), beginning with a portion of compensation earned under the AIP with respect to fiscal year 2012. For additional information regarding the DCP, see below under Nonqualified Deferred

Compensation.

Employment, Severance and Change in Control Arrangements

We have entered into employment agreements with Messrs. Edwards, Crenshaw and Drendel and severance protection agreements with Mr. Wyatt and Mr. Karlsson. During 2013, Mr. Olson was party to a severance protection agreement, which was replaced with an employment agreement in January 2014. The employment agreements entitle the executives to certain compensation and benefits and both the employment agreements and severance protection agreements entitle the executives to receive certain severance payments upon a qualifying termination of employment, as described below under Potential Payments upon Termination or Change in Control.

Summary Compensation Table for 2013

The following table provides information regarding the compensation that we paid our NEOs for services rendered during the fiscal years ended December 31, 2013 and 2012.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(4)	All Other Compensation ($)(5)	Total ($)
Marvin S. Edwards, Jr.	2013	897,500			2,294,946	19,900	1,642,479	4,854,825
President and	2012	868,750			1,926,546	12,281	457,141	3,264,718
Chief Executive Officer								
Mark A. Olson	2013	458,750	500		754,180		129,274	1,342,704
Executive Vice President	2012	429,117		517,927	600,508		27,790	1,575,342
and Chief Financial Officer								
Randall W. Crenshaw	2013	635,000			1,108,216	21,786	994,240	2,759,242
Executive Vice President and	2012	615,000			931,384	17,958	269,805	1,834,147
Chief Operating Officer								
Frank B. Wyatt, II	2013	446,250			642,965	15,052	669,711	1,773,978
Senior Vice President,	2012	431,250			539,392	12,858	178,994	1,162,494
General Counsel and Secretary								
Peter U. Karlsson(6)	2013	445,000			641,411	7,149	284,369	1,377,929
Senior Vice President, Global Sales								
Frank M. Drendel	2013	526,250	1,000		544,603	77,661	6,430,052	7,579,566
Chairman of the Board of	2012	511,250			459,682	76,399	529,443	1,576,774
Directors								

(1) Amounts represent payments for service awards for Mr. Olson (20 years) and for Mr. Drendel (40 years).
(2) Amounts represent the aggregate grant date fair value of stock option awards determined in accordance with FASB ASC Topic 718. Refer to Note 12 in the Notes to our Consolidated Financial Statements included elsewhere in this prospectus for information regarding the assumptions used to value these awards.
(3) Amounts for 2013 represent payments in 2014 with respect to the 2013 performance year pursuant to (i) the AIP of $2,065,270, $675,662, $993,624, $575,054, $573,553 and $484,381 to Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, respectively, (ii) the RGP of $211,576, $69,218, $101,792, $58,911, $58,758 and $49,622 to Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, respectively, and (iii) the DPCP of $18,100, $9,300, $12,800, $9,000, $9,100 and $10,600 to Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, respectively. Amounts for 2012 represent payments in 2013 with respect to the 2012 performance year pursuant to (i) the AIP of $1,909,046, $591,708, $918,984, $530,692 and $449,382, to Messrs. Edwards, Olson, Crenshaw, Wyatt and Drendel, respectively, and (ii) the DPCP of $17,500, $8,800, $12,400, $8,700 and $10,300, to Messrs. Edwards, Olson, Crenshaw, Wyatt and Drendel, respectively.
(4) Amounts represent the portion of the aggregate earnings under the SERP that are above market.
(5) Amounts represent (i) the employer base and matching contribution under the 401(k) plan in the amount of $15,300 on behalf of each of Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, (ii) our company s contribution under the SERP in the amount of $453,367, $235,982, $137,882, $137,462 and $135,128 for Messrs. Edwards, Crenshaw, Wyatt, Karlsson and Drendel, respectively, (iii) payment by our company of premiums of $432, $397, $432, $386, $385 and $432 for term life insurance on behalf of Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, respectively, (iv) our company s contribution of $250 to the Healthcare

Savings Accounts of each of Messrs., Olson, Crenshaw, Wyatt and Karlsson, who elected to be covered by such plan, and (v) cash payments of $1,173,380, $113,327, $742,276 , $515,893, $130,972 and $6,279,192 to Messrs. Edwards, Olson, Crenshaw, Wyatt, Karlsson and Drendel, respectively, for the equitable adjustment under the terms of their respective rollover options in respect of the 2013 Dividends. For additional information, see the discussion under the heading 2013 Elements of Compensation Equity Incentive Awards.

(6) Mr. Karlsson was not a named executive officer in 2012.

Grants of Plan-Based Awards in 2013

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Option Awards
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**(#)**	**($/sh)**	**($)**
Marvin S. Edwards, Jr.										
2013 AIP(1)		560,938	1,121,875	2,170,828						
2013 RGP(2)			313,658							
2013 DPCP(3)			18,100							
Mark A. Olson										
2013 AIP(1)		183,500	367,000	710,145						
2013 RGP(2)			102,615							
2013 DPCP(3)			9,300							
Randall W. Crenshaw										
2013 AIP(1)		269,875	539,750	1,044,416						
2013 RGP(2)			150,905							
2013 DPCP(3)			12,800							
Frank B. Wyatt, II										
2013 AIP(1)		156,188	312,375	604,446						
2013 RGP(2)			87,335							
2013 DPCP(3)			9,000							
Peter U. Karlsson										
2013 AIP(1)		155,750	311,500	602,753						
2013 RGP(2)			87,108							
2013 DPCP(3)			9,100							
Frank M. Drendel										
2013 AIP(1)		131,563	263,125	509,147						
2013 RGP(2)			73,564							
2013 DPCP(3)			10,600							

(1) Reflects the range of awards that could potentially have been earned during 2013 under our AIP. The amounts actually earned are included under the column entitled Non-Equity Incentive Plan Compensation in our Summary Compensation Table for 2013.

(2) Reflects the maximum awards that could potentially have been earned during 2013 under our RGP. The amounts actually earned are included under the column entitled Non-Equity Incentive Plan Compensation in our Summary Compensation Table for 2013.

(3) Reflects the maximum awards that could potentially have been earned during 2013 under our DPCP. The amounts actually earned are included under the column entitled Non-Equity Incentive Plan Compensation in our Summary Compensation Table for 2013.

Narrative Supplement to Summary Compensation Table for 2013 and Grants of Plan-Based Awards in 2013 Table

The terms of our cash incentive plans and equity incentive awards are described under 2013 Elements of Compensation above, our employment and severance agreements are described under Potential Payments upon Termination or Change in Control Employment and Severance Protection Agreements below, and our nonqualified deferred compensation plans are described under Nonqualified Deferred Compensation for 2013 below.

Outstanding Equity Awards at December 31, 2013

The following table provides information regarding outstanding stock options held by our NEOs as of December 31, 2013. Our NEOs did not hold any unvested stock awards as of December 31, 2013.

		Option Awards				
Name and Principal Position	**Grant Date**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable(2)**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)(3)**	**Option Exercise Price(4)**	**Option Expiration Date(5)**
Marvin S. Edwards, Jr.	12/14/2005	16,815(1)			$ 5.35	12/14/2015
	12/12/2006	11,400(1)			$ 8.85	12/12/2016
	3/24/2009	47,964(1)			$ 2.96	3/24/2019
	1/20/2010	261,183(1)			$ 8.55	1/20/2020
	1/26/2011	525,733(2)	596,295	865,622	$ 5.74	1/26/2021
Mark A. Olson	3/24/2009	12,375(1)			$ 2.96	3/24/2019
	1/20/2010	20,208(1)			$ 8.55	1/20/2020
	1/26/2011	43,809(2)	49,689	72,132	$ 5.74	1/26/2021
	2/21/2012	32,701(2)	59,639	66,696	$ 5.57	2/21/2021
Randall W. Crenshaw	12/14/2005	14,160(1)			$ 5.35	12/14/2015
	12/12/2006	13,500(1)			$ 8.85	12/12/2016
	3/24/2009	47,964(1)			$ 2.96	3/24/2019
	1/20/2010	137,790(1)			$ 8.55	1/20/2020
	1/26/2011	175,244(2)	198,765	288,541	$ 5.74	1/26/2021
Frank B. Wyatt, II	12/14/2005	5,901(1)			$ 5.35	12/14/2015
	12/12/2006	11,400(1)			$ 8.85	12/12/2016
	3/24/2009	43,500(1)			$ 2.96	3/24/2019
	1/20/2010	87,525(1)			$ 8.55	1/20/2020
	1/26/2011	70,105(2)	79,515	115,430	$ 5.74	1/26/2021
Peter U. Karlsson	12/14/2005	2,901(1)			$ 5.35	12/14/2015
	12/12/2006	6,480(1)			$ 8.85	12/12/2016
	3/24/2009	12,375(1)			$ 2.96	3/24/2019
	1/20/2010	15,900(1)			$ 8.55	1/20/2020

	1/26/2011	70,105(2)	79,515	115,430	$ 5.74	1/26/2021
Frank M. Drendel	12/16/2004	466,800(1)			$ 5.02	12/16/2014
	12/14/2005	224,400(1)			$ 5.35	12/14/2015
	12/12/2006	153,300(1)			$ 8.85	12/12/2016
	3/24/2009	400,038(1)			$ 2.96	3/24/2019
	1/20/2010	560,811(1)			$ 8.55	1/20/2020
	1/26/2011	175,244(2)	198,765	288,541	$ 5.74	1/26/2021

(1) Represents rollover options which became fully vested and exercisable in conjunction with the Acquisition.
(2) Represents options granted following the Acquisition. These options vest and become exercisable, subject to the continued employment of the NEO, in five equal annual installments (or four equal annual installments, with respect to Mr. Olson s 2012 option grant) beginning on January 14, 2012 (or January 14, 2013, with respect to Mr. Olson s 2012 option grant).
(3) Represents options granted following the Acquisition. These options vest and become exercisable, subject to the continued employment of the NEO, in annual installments over a period of five years (or four years, with respect to Mr. Olson s 2012 option award), subject to the achievement of annual Adjusted EBITDA performance goals. The number of unexercisable options includes options that vested in early 2014 due to the 100% level of achievement of the 2013 Adjusted EBITDA performance goal, but which remained unvested as of December 31, 2013 and were subject to the NEOs continued employment until the date our Compensation Committee certified the applicable performance level in accordance with the terms of the founders options. The performance-vested options that previously failed to become vested in accordance with the Adjusted EBITDA targets will be eligible for catch-up vesting if certain Adjusted EBITDA targets are met in successive performance years. Based on 2013 performance, Mr. Olson s 2012 option became vested as to an additional 26.7% due to catch-up vesting.
(4) Option exercise prices reflect equitable adjustments by our Board in connection with the Special Dividends. For more information about the Special Dividends, see the discussion under the heading 2013 Elements of Compensation Equity Incentive Awards.
(5) The options expire on the tenth anniversary of the date of grant, except for Mr. Olson s 2012 option grant, which expires on the ninth anniversary of the date of grant.

Option Exercises and Stock Vested for 2013

None of our NEOs exercised stock options or became vested in shares of our common stock during the year ended December 31, 2013.

Nonqualified Deferred Compensation for 2013

The Nonqualified Deferred Compensation table reflects information about the SERP and the DCP for 2013.

SERP

The SERP is an unfunded defined contribution type retirement plan maintained for the benefit of a select group of our management and/or highly compensated employees. The SERP provides for an annual contribution by us to each participant s account in an amount generally equal to 5% of such participant s base salary, AIP bonus, RGP and DPCP incentive paid for the respective year up to a cap (which in 2013 was $255,000), plus 15% of the amount in excess of the cap. Equity-based compensation is not taken into account for purposes of the SERP. In addition to annual contributions, participants accounts generally accrue interest each year. In January 2011, we determined that the interest rate for 2011 would be 5%, and it has remained at 5% since 2011. We review the interest rate annually.

Participants become vested in their SERP account on the date that is one year and 31 days following the date they receive notification of their participation in the SERP, or the Vesting Date ; however, there are generally no payments to participants until retirement at age 55 or older with at least 10 years of service, or at age 65 without regard to any service requirement, or Retirement. Pursuant to the terms of the SERP, a participant generally will receive the full value of his account balance upon the participant s termination or resignation for any reason once he is eligible for Retirement. However, participants (or participant s beneficiaries, in the case of a participant s death) may also receive benefits prior to Retirement in the following situations: (1) if the participant dies before Retirement; (2) if the participant experiences a disability (as defined in the SERP) before beginning to receive any SERP benefits; (3) if the participant s employment is involuntarily terminated, for reasons other than for cause, on or after his Vesting Date; or (4) if the participant terminates employment for any reason other than for cause within two years after the later of his Vesting Date or a change in control of our company. In

addition, the SERP was amended in 2011 to provide that participants employed with us as of the Acquisition in 2011 would be eligible to receive their SERP benefits upon termination of employment prior to Retirement, except if the participant is terminated for cause. Payment to the SERP participants generally occurs on the next following January 31 or July 31, except that payments resulting from termination following a change in control or terminations due to disability are paid as soon as practicable following such termination.

Messrs. Edwards, Crenshaw and Drendel are vested in their SERP accounts and eligible for Retirement, so they would receive their account balance if their employment terminated for any reason. Messrs. Wyatt and Karlsson are currently vested in their SERP accounts and, though they are not eligible for Retirement, pursuant to the 2011 amendment, they are eligible to receive the full value of their SERP accounts upon any termination of employment, other than for cause.

DCP

The DCP permits a select group of our management, including the NEOs, and other key employees to defer up to 90% of their compensation (including base salary, AIP bonus and DPCP awards), beginning with compensation earned under the AIP with respect to fiscal year 2012. Our obligations under the DCP are funded with contributions to a rabbi trust, and participants may invest the amounts credited to their accounts in one or more notional investments that are similar to the investment offerings provided under our 401(k) plan. Participants accounts are 100% vested at all times, and we do not provide matching or other company contributions to the DCP. In general, upon a participant s termination of employment, he or she may elect to receive a distribution in a lump sum or annual installments over a period of two to ten years, which distribution will commence, per the participant s election, as soon as practical following (i) termination of employment, or (ii) the earlier of (A) a specific date, or (B) the date of termination (provided that if termination is due to retirement, payments will commence as of the elected specified date). Upon a participant s death or disability, or upon the occurrence of a change in control of the Company, the participant s entire balance will be paid to him or her (or the participant s estate or beneficiary, as applicable) in a single lump sum.

The following table depicts the value of benefits accumulated by our NEOs under the SERP and the DCP as of December 31, 2013.

Name	**Plan**	**Executive contributions in last fiscal year**	**Registrant contributions up to cap in last fiscal year(2)**	**Registrant contributions in excess of cap in last fiscal year(2)**	**Aggregate earnings in last fiscal year(3)**	**Aggregate balance at last fiscal year end(4)**
Marvin S. Edwards, Jr.	SERP		$ 12,750	$ 440,617	$ 50,253	$ 1,511,299
	DCP	$ 1,032,635(1)			$ 581	$ 1,274,867
Mark A. Olson	SERP					
	DCP					
Randall W. Crenshaw	SERP		$ 12,750	$ 223,232	$ 55,015	$ 1,393,160
	DCP	$ 1,218,162(1)			$ 12,094	$ 1,439,838
Frank B. Wyatt, II	SERP		$ 12,750	$ 125,132	$ 38,011	$ 937,426
	DCP					
Peter U. Karlsson	SERP		$ 12,750	$ 124,712	$ 18,052	$ 517,795
	DCP	$ 232,388(1)			$ 4,075	$ 236,463
Frank M. Drendel	SERP		$ 12,750	$ 122,378	$ 196,113	$ 4,255,037
	DCP					

(1) Reflects executive contributions made in 2013 for salary deferral and executive contributions made in 2014, which are based on 2013 earnings under the AIP and DPCP, as included in the Summary Compensation table in the Non-Equity Incentive Plan Compensation column.

(2) Registrant contributions to the SERP are generally equal to 5% of participant s base salary, AIP bonus, RGP bonus, and DPCP award up to a cap (which in 2013 was $255,000), plus 15% of the amount in excess of the cap. Contributions to the SERP are included in the Summary Compensation table in the All Other Compensation column. The Company does not provide matching or other company contributions to the DCP.
(3) With respect to the SERP, the portion of the aggregate earnings that are above market is included in the Summary Compensation table in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column.
(4) Includes amounts that were reported in the Summary Compensation table for 2013 and 2012.

Potential Payments upon Termination or Change in Control

Employment and Severance Protection Agreements

Each of our named executive officers is party to an employment agreement or severance protection agreement that entitles him to the right to receive certain severance payments upon a qualifying termination of employment.

Employment Agreements with Messrs. Edwards and Crenshaw

We are party to employment agreements with Messrs. Edwards and Crenshaw, each of which expires on December 31, 2014, subject to automatic renewal for additional one-year periods unless at least 90 days prior written notice of non-renewal is given by us. Pursuant to the agreements, in the event the executive s employment is terminated by us by notice of non-renewal of the term of the agreement, by us for any reason other than for cause or disability or by the executive for good reason, he will be entitled to receive his accrued compensation and each of the following:

- severance pay in an amount equal to two times the sum of (A) his then current base salary, and (B) his base salary multiplied by 1.25, in the case of Mr. Edwards, or 0.85, in the case of Mr. Crenshaw, payable in equal monthly installments over two years (the Termination Benefits Period) or, upon termination within twenty-four months following a change in control, in a single lump sum;

- a prorated bonus under the AIP for the fiscal year in which his termination occurs, based on actual performance and payable at the same time our company pays bonuses to its other executive officers;

- a cash payment equal to the cost we would have incurred had the executive continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents during the Termination Benefits Period, payable in periodic installments in accordance with our payroll practice (the Medical Coverage Payments); and

- if at the end of the Termination Benefits Period, the executive is not employed by another entity (including self-employment), then for six months (or his earlier re-employment) he will receive (i) an additional monthly payment equal to one-twelfth of the sum of (A) his base salary and (B) his base salary multiplied by 1.25, in the case of Mr. Edwards, or 0.85, in the case of Mr. Crenshaw, and (ii) continuation of the Medical Coverage Payments (provided that such Medical Coverage Payments will not cease upon re-employment unless the executive obtains such coverage or benefits pursuant to the subsequent employer s benefit plans).

For purposes of Messrs. Edwards and Crenshaw s agreements, good reason includes material breach of the agreement, a material diminution in duties, failure to continue the executive in his role as sole President and CEO without his prior written consent, in the case of Mr. Edwards, or Chief Operating Officer, in the case of Mr. Crenshaw, any reduction in salary or target bonus opportunity, relocation of the executive s place of employment by more than twenty-five miles without his prior written consent and, in the case of Mr. Edwards, our failure to nominate him to our Board.

If the executive s employment is terminated by us for cause or disability, by reason of his death or by the executive other than for good reason, we will pay to the executive his accrued compensation. In addition, in the event of the executive s death, his estate will be entitled to receive a prorated bonus under the AIP for the fiscal year in which his death occurs, payable at the same time our company pays bonuses to its other executive officers and based on actual performance.

Severance Protection Agreements with Messrs. Olson and Wyatt

We are party to a severance protection agreement with Mr. Wyatt, and during 2013, we were party to a severance protection agreement with Mr. Olson. Mr. Olson s severance protection agreement was superseded and terminated in connection with his new employment agreement in 2014, as described below under New Employment Agreement with Mr. Olson. These severance protection agreements are on 1-year terms automatically renewing on January 1 of each year unless ninety (90) days prior notification is given to either us or the executive, except that the term may not expire prior to 24 months following a change in control (as defined in the agreements). Pursuant to the agreements, in the event the executive s employment is terminated within 24 months after a change in control (i) by us for any reason other than for cause or disability or (ii) by the executive for good reason (which definition includes, among other things, an adverse change in status or duties, a reduction in salary or benefits, and a relocation of the executive s place of employment by more than twenty-five miles), the executive will be entitled to receive accrued compensation and each of the following:

- severance pay in an amount equal to one and one-half (1 1/2) times the executive s then current base salary plus one and one-half (1 1/2) times the target annual incentive payable to the executive under the AIP for the fiscal year immediately preceding the fiscal year of termination;

- a prorated bonus under the AIP for the fiscal year in which his termination occurs, based on the actual bonus paid or payable to the executive under the AIP in respect of the year immediately preceding the year of termination;

- continuation of the executive s and his dependents and beneficiaries life insurance, disability, medical, dental and hospitalization benefits for 18 months (the Termination Benefits Period);

- if, at the end of the Termination Benefits Period, the executive is not employed by another employer (including self-employment), then for six months (or his earlier re-employment with another entity) he will receive (i) an additional monthly payment equal to one-twelfth of the executive s then current base salary plus one-twelfth of the target annual incentive payable to the executive for the fiscal year immediately preceding the fiscal year of termination, and (ii) continuation of the benefits discussed in the bullet above (provided that such benefits will not cease upon re-employment unless the executive obtains such coverage or benefits pursuant to the subsequent employer s benefit plans); and

- reimbursement for (i) outplacement assistance services (up to 25% of the sum of then-current year salary and prior year target bonus), (ii) tax and financial planning assistance (up to $2,000) and (iii) relocation expenses under certain circumstances.

If the executive s employment is terminated by us within 24 months after a change in control for cause or disability, by reason of the executive s death or by the executive other than for good reason, we will pay to the executive his accrued compensation and any earned but unpaid bonus or incentive compensation. In addition, in the case of a termination by us for disability or due to the executive s death, the executive will receive a pro rata bonus for the year of termination based on the actual bonus paid or payable to the executive under the AIP in respect of the year immediately preceding the year of termination.

Further, if the executive s employment is terminated by us other than for cause at any time prior to the date of a change in control and such termination (i) occurred after we entered into a definitive agreement, the consummation of which would constitute a change in control or (ii) the executive reasonably demonstrates that such termination was at the request of a third party who has indicated an intention or has taken steps reasonably calculated to effect a change in control, such termination will be deemed to have occurred after a change in control.

Severance Protection Agreement with Mr. Karlsson

We are also party to a severance protection agreement with Mr. Karlsson. His agreement is on a 1-year term automatically renewing on January 1 of each year unless ninety (90) days prior notification is given to either us or the executive, except that the term may not expire prior to 24 months following a change in control (as defined in the agreement). Pursuant to the agreement, in the event that Mr. Karlsson s employment is terminated within 24 months after a change in control (i) by us for any reason other than for cause or disability or (ii) by Mr. Karlsson for good reason (which definition includes, among other things, an adverse change in status or duties and a reduction in salary or benefits), Mr. Karlsson will be entitled to receive accrued compensation and each of the following:

- severance pay in an amount equal to his then current base salary;
- a prorated bonus for the fiscal year in which his termination occurs, based on the actual bonus that would have been payable to him for the year in which the termination occurs; and
- continuation of Mr. Karlsson s and his dependents health benefits for 12 months (the Termination Benefits Period).

If Mr. Karlsson s employment is terminated by us within 24 months after a change in control for cause or disability, by reason of his death or by Mr. Karlsson other than for good reason, we will pay to him his accrued compensation and any earned but unpaid bonus or incentive compensation. In addition, in the case of a termination by us for disability or due to Mr. Karlsson s death, he will receive a pro rata bonus for the year of termination, based on the actual bonus that would have been payable to him for the year in which the termination occurs.

Further, if Mr. Karlsson s employment is terminated by us other than for cause at any time prior to the date of a change in control and such termination (i) occurred after we entered into a definitive agreement, the consummation of which would constitute a change in control or (ii) Mr. Karlsson reasonably demonstrates that such termination was at the request of a third party who has indicated an intention or has taken steps reasonably calculated to effect a change in control, such termination will be deemed to have occurred after a change in control.

Employment Agreement with Mr. Drendel

Mr. Drendel s employment agreement expires on December 31, 2014, subject to automatic renewal for additional one-year periods unless at least 90 days prior written notice of non-renewal is given. Pursuant to the agreement, in the event his employment is terminated by us by notice of non-renewal of the term of the agreement, by us for any reason other than for cause or by Mr. Drendel for any reason, he will be entitled to receive his accrued compensation and each of the following: (i) an amount (the Severance Payment) equal to the greater of (A) $5,200,000 less the compensation paid to him during his term as Chairman and (B) two times the sum of (X) his base salary and (Y) his base salary multiplied by 0.50, payable in a single lump sum payment within thirty days following termination; and (ii) a cash payment equal to the cost our company would have incurred had he continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents for 24 months following his termination of employment, payable in periodic installments in accordance with our payroll practice.

If Mr. Drendel s employment is terminated by us for cause or by reason of his death, we will pay to him his accrued compensation. In addition, in the event of Mr. Drendel s death, his estate will be entitled to receive the Severance Payment payable in a single lump sum payment within thirty days following his death.

New Employment Agreement with Mr. Olson

In January 2014, we entered into an employment agreement with Mr. Olson, which replaced the severance protection agreement to which he was a party in 2013. Mr. Olson s new employment agreement has substantially similar terms as Mr. Crenshaw s employment agreement, as described above under Employment Agreements with Messrs. Edwards and Crenshaw.

280G Tax Gross-Up Provisions

The employment agreements with Messrs. Edwards, Crenshaw and Drendel and the severance protection agreement with Mr. Wyatt provide for a gross-up payment by our company in the event that the total payments the executive receives under the agreement, or otherwise (for example, due to accelerated vesting of equity), are subject to the excise tax under Section 4999 of the Internal Revenue Code of 1986, as amended, or the Code. In such an event, we will pay an additional amount so that the executive is made whole on an after-tax basis from the effect of the excise tax. Mr. Olson s new employment agreement entered into in January 2014 includes a similar tax provision. Mr. Olson s severance protection agreement that was in place in 2013 provided for a modified cut-back, meaning that his severance benefits would have been reduced to avoid the excise tax, but only if he would benefit from such reduction, net of taxes. Mr. Karlsson s severance protection agreement does not contain any provision with respect to gross-up payments or cut-backs in the event of such excise taxes.

Restrictive Covenants

Messrs. Edwards , Crenshaw s and Drendel s employment agreements each contain cooperation and confidentiality covenants that apply during and following the executives respective employment with us. The agreements also contain certain non-compete and non-solicitation obligations that continue for a certain period following termination of employment, as follows: 24 months, in the case of Messrs. Edwards and Crenshaw (and up to an additional six months if the executive continues to receive the benefits discussed above following the conclusion of the Termination Benefits Period) and 60 months, in the case of Mr. Drendel. Messrs. Wyatt s and Karlsson s severance protection agreements, and Mr. Olson s severance protection agreement that was in place in 2013, do not contain any restrictive covenants. Mr. Olson s new employment agreement entered into in January 2014 includes covenants similar to Messrs. Edwards and Crenshaw.

The following table sets forth the estimated amount of the severance benefits each of our NEOs would receive under the termination scenarios identified therein, in each case assuming a termination of employment on December 31, 2013. The benefits described and quantified below are in addition to the compensation and benefits that would already be vested upon a NEO s termination, including accrued but unpaid salary, accrued and unused vacation pay, amounts previously earned and deferred under the DCP and payments and benefits accrued under the 401(k) plan and the SERP.

Name	Payment	Termination for Cause or Resignation Without Good Reason(6)	Death or Disability	Termination Without Cause or Resignation for Good Reason Prior to a Change in Control	Termination Without Cause or Resignation for Good Reason After a Change in Control
Marvin S. Edwards, Jr.	Cash severance(1)			$ 5,090,625	$ 5,090,625
	Benefit continuation(3)			21,840	21,840
	Gross-Up(5)				5,180,101
	Total			**$ 5,112,465**	**$ 10,292,566**
Mark A. Olson	Cash severance(1)				$ 1,634,000
	Prorata bonus(2)				591,708
	Benefit continuation(3)				26,232
	Other benefits(4)				206,250
	Total				**$ 2,458,190**
Randall W. Crenshaw	Cash severance(1)			$ 2,960,000	$ 2,960,000
	Benefit continuation(3)			22,200	22,200
	Gross-Up(5)				1,845,003
	Total			**$ 2,982,200**	**$ 4,827,203**
Frank (Burk) B. Wyatt, II	Cash severance(1)				$ 1,503,750
	Prorata bonus(2)				530,692
	Benefit continuation(3)				26,640
	Other Benefits(4)				189,969
	Gross-Up(5)				1,202,553
	Total				**$ 3,453,604**
Peter U. Karlsson	Cash severance				$ 455,000
	Prorata bonus				641,411
	Benefit continuation				13,116
	Total				**$ 1,109,527**
Frank M. Drendel	Cash severance	$ 2,020,959	$ 2,020,959	$ 2,020,959	$ 2,020,959
	Benefit continuation	8,376		8,376	8,376
	Gross-Up(5)				
	Total	**$ 2,029,335**	**$ 2,020,959**	**$ 2,029,335**	**$ 2,029,335**

(1) Assumes that the executive is not self-employed or employed by another entity at the end of the Termination Benefits Period and, accordingly, receives an additional six months of severance.

(2) Pursuant to the executive s severance protection agreement, upon his termination of employment by the Company without cause, by the executive for good reason, or by reason of his death or disability, in each case within 24 months following a change in control, he would be entitled to a payment equal to the actual bonus paid to the executive with respect to the year prior to that in which the executive s termination date occurs (in this case, 2012), pro-rated for the number of days the executive was employed during the year of such termination.

(3) Assumes that the executive is not self-employed or employed by another entity at the end of the Termination Benefits Period and, therefore, receives an additional six months of benefits continuation.
(4) Reflects reimbursement of outplacement expenses and for tax and financial planning services. Note that, in certain circumstances, Messrs. Olson and Wyatt would also be entitled to reimbursement for costs of relocation following a termination; however, estimates of these costs are not included in the amounts above.
(5) Estimate of gross-up payment assumes acceleration of equity incentive awards, see below discussion under the heading Equity Incentive Awards. Estimate of gross-up payment based on a 280G excise tax rate of 20%, a tax rate of 35% for federal, 1.45% for Medicare, and an appropriate state tax rate.
(6) Mr. Drendel would not receive any severance or benefit continuation upon his termination for cause.

AIP

Pursuant to the terms of the AIP, in the event of a change in control of our company (as defined in the AIP), within 60 days thereafter, we will pay to each participant immediately prior to such change in control (regardless of whether such participant remains in the employ of our company following the change in control) an award equal to his or her target incentive for the AIP plan cycle then underway (prorated to the date of the change in control). Outside the context of a change in control, participants are eligible to receive a pro rata portion of their award if their employment is terminated due to death, disability or retirement (at age 65, or earlier with prior approval of our company) as long as they had active service for at least three months during the performance period. Accordingly, assuming a change in control, death or disability on December 31, 2013, or, in the case of Mr. Edwards or Mr. Drendel, retirement on December 31, 2013, the payments in respect of AIP awards to the NEOs would be as follows: $1,121,875 for Mr. Edwards, $367,000 for Mr. Olson, $539,750 for Mr. Crenshaw, $312,375 for Mr. Wyatt, $311,500 for Karlsson and $263,125 for Mr. Drendel.

SERP

Pursuant to the terms of the SERP, a participant generally will receive the full value of his account balance upon the participant s termination or resignation for any reason once he is eligible for Retirement. Messrs. Edwards, Crenshaw and Drendel are vested in their SERP accounts and eligible for Retirement, so they would receive the amounts shown in the column of the Nonqualified Deferred Compensation table entitled Aggregate balance at last fiscal year end were their employment terminated for any reason on December 31, 2013.

Messrs. Wyatt and Karlsson are currently vested in their SERP accounts and, though they are not eligible for Retirement, pursuant to the 2011 amendment to the SERP they are eligible to receive the full value of their SERP accounts upon any termination of employment, other than for cause. The value of their SERP accounts is based on an assumed effective date of December 31, 2013 shown in the column of the Nonqualified Deferred Compensation table entitled Aggregate balance at last fiscal year end.

Payment to the SERP participants generally occurs on the next following January 31 or July 31, except that payments resulting from termination following a change in control or terminations due to disability are paid as soon as practicable following such termination.

Equity Incentive Awards

Per the terms of the option agreements, all of the time-vested options will vest immediately upon the occurrence of a liquidity event and all or a portion of the performance-vested options will vest immediately if Carlyle realizes a minimum return on its investment in connection with the liquidity event and depending on the level of the return on investment.

For purposes of these options, a liquidity event means either (a) the consummation of the sale, transfer, conveyance or other disposition in one or a series of related transactions (by way of merger, consolidation or otherwise) of more than

50% of the total number of our equity securities held, directly or indirectly, by Carlyle as of January 14, 2011 for cash; or (b) the consummation of the sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of our company, or our company and its Subsidiaries taken as a whole, to any person for cash, other than to Carlyle or an affiliate of Carlyle. The occurrence of a change in control of us could in some circumstances also constitute a liquidity event for purposes of the stock options; however, a change in control of us could occur without triggering a liquidity event and a liquidity event could occur without the occurrence of a change in control. This offering will not result in such a change of control.

Assuming the occurrence of a liquidity event on December 31, 2013, all of our NEOs unvested time-vested options would have vested and, based upon the fair market value of our shares of common stock as of such date ($18.93 per common share), 49% of our NEOs performance-vesting founders awards would have vested. The fair market value of the shares subject to the time-vested options that would have vested as a result of the liquidity event, net of the option exercise price, would have been as follows: $7,865,131 for Mr. Edwards, $1,452,175 for Mr. Olson, $2,621,710 for Mr. Crenshaw, $1,048,803 for Mr. Wyatt, $1,048,803 for Mr. Karlsson and $2,621,710 for Mr. Drendel. The fair market value of the shares subject to performance-vested options that would vest as a result of the liquidity event, net of the option exercise price, would have been as follows: $4,732,189 for Mr. Edwards, $743,585 for Mr. Olson, $1,577,392 for Mr. Crenshaw, $631,036 for Mr. Wyatt, $631,036 for Mr. Karlsson and $1,577,392 for Mr. Drendel.

Executive Compensation Plans

2013 Long-Term Incentive Plan and Annual Incentive Plan

In connection with the IPO, we adopted the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan, or the 2013 LTIP, and the AIP.

2013 LTIP

In connection with the IPO, we adopted the 2013 LTIP, the material terms of which are described below.

Purpose. The purpose of the 2013 LTIP is to promote our success by linking the personal interests of our employees, officers, directors and consultants to those of our stockholders, and by providing participants with an incentive for outstanding performance.

Permissible Awards. The 2013 LTIP authorizes our Compensation Committee to grant awards in any of the following forms:

- Options to purchase shares of our common stock, which may be nonstatutory stock options or incentive stock options under the Code. The exercise price of an option granted under the 2013 LTIP may not be less than the fair market value of our common stock on the date of grant. Stock options granted under the 2013 LTIP may not have a term longer than ten years.

- Stock appreciation rights, or SARs, which give the holder the right to receive the excess, if any, of the fair market value of one share of our common stock on the date of exercise, over the base price of the stock appreciation right. The base price of a SAR may not be less than the fair market value of our common stock on the date of grant. SARs granted under the 2013 LTIP may not have a term longer than ten years.

Restricted stock, which is subject to restrictions on transferability and subject to forfeiture on terms set by our Compensation Committee.

Restricted stock units, which represent the right to receive shares of our common stock (or an equivalent value in cash or other property) in the future, based upon the attainment of stated vesting or performance goals set by our Compensation Committee.

Deferred stock units, which represent the right to receive shares of our common stock (or an equivalent value in cash or other property) in the future, generally without any vesting or performance restrictions.

Other stock-based awards in the discretion of our Compensation Committee, including unrestricted stock grants.

Cash-based awards in the discretion of our Compensation Committee, including cash-based performance awards.

All awards will be evidenced by a written award certificate between us and the participant, which will include such provisions as may be specified by our Compensation Committee. Dividend equivalent rights, which entitle the participant to payments in cash or property calculated by reference to the amount of dividends paid on the shares of stock underlying an award, may be granted with respect to awards other than options or SARs.

Awards to Non-Employee Directors. Awards granted under the 2013 LTIP to our non-employee directors will be made only in accordance with the terms, conditions and parameters of a plan, program or policy for the compensation of non-employee directors as in effect from time to time. Our Compensation Committee may not make discretionary grants under the 2013 LTIP to non-employee directors. See below under the heading Non- Employee Director Compensation Plan.

Shares Available for Awards; Adjustments. Subject to adjustment as provided in the 2013 LTIP, the aggregate number of shares of our common stock reserved and available for issuance pursuant to awards granted under the 2013 LTIP as of March 31, 2014 was 17,444,728. As of March 31, 2014, 749,922 share options and 370,733 restricted stock units were outstanding under the 2013 LTIP. Shares subject to awards that are canceled, terminated, forfeited, settled in cash, withheld to satisfy exercise prices or tax withholding obligations will again be available for awards under the 2013 LTIP. In the event of a nonreciprocal transaction between us and our stockholders that causes the per share value of our common stock to change (including, without limitation, any stock dividend, stock split, spin-off, rights offering, or large nonrecurring cash dividend), the share authorization limits under the 2013 LTIP will be adjusted proportionately, and our Compensation Committee must make such adjustments to the 2013 LTIP and awards as it deems necessary, in its sole discretion, to prevent dilution or enlargement of rights immediately resulting from such transaction.

Administration. The 2013 LTIP will be administered by our Compensation Committee. Our Compensation Committee will have the authority to grant awards; designate participants; determine the type or types of awards to be granted to each participant and the number of awards to be granted and the number of shares or dollar amount to which an award will relate and the terms and conditions thereof; prescribe the form of award; establish, adopt or revise any rules and regulations as it may deem advisable to administer the 2013 LTIP; make all other decisions and determinations that may be required under the 2013 LTIP and amend the 2013 LTIP. Our Board of Directors may at any time administer the 2013 LTIP. If it does so, it will have all the powers of our Compensation Committee under the 2013 LTIP. In addition, our Board of Directors or Compensation Committee may expressly delegate to a special committee some or all of our Compensation Committee s authority, within specified parameters, to grant awards to eligible participants who, at the time of grant, are not executive officers.

Limitations on Transfer; Beneficiaries. No award will be assignable or transferable by a participant other than by will or the laws of descent and distribution; provided, however, that our Compensation Committee may permit other transfers (other than transfers for value) where our Compensation Committee concludes that such transferability does not result in accelerated taxation, does not cause any option intended to be an incentive stock option to fail to qualify as such, and is otherwise appropriate and desirable, taking into account any factors deemed relevant, including without limitation, any state or federal tax or securities laws or regulations applicable to transferable awards. A participant may, in the manner determined by our Compensation Committee, designate a beneficiary to exercise the rights of the participant and to receive any distribution with respect to any award upon the participant s death.

Treatment of Awards upon a Participant s Death or Disability. Unless otherwise provided in an award certificate or any special plan document governing an award, upon the termination of a participant s service due to death or disability:

each of that participant s outstanding options and SARs, or the portions thereof, that are solely subject to time-based vesting requirements will become vested and fully exercisable as of the date of termination;

each of that participant s other outstanding awards, or the portions thereof, that are solely subject to time-based vesting restrictions will become vested, and such restrictions will lapse as of the date of termination; and

each of that participant s outstanding options, SARs and other awards, or the portions thereof, that are solely subject to performance-vesting requirements or restrictions will be prorated based on the time elapsed prior to the date of termination and will remain eligible to vest based upon actual performance over the applicable performance period, and the non-prorated portion will be forfeited and canceled as of the date of termination.

Treatment of Awards upon a Change in Control. Unless otherwise provided in an award certificate or any special plan document governing an award:

(A) upon the occurrence of a change in control of our company in which awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control in a manner approved by our Compensation Committee or Board of Directors:

all outstanding options, SARs and other awards in the nature of rights that may be exercised will become fully exercisable;

all time-based vesting restrictions on outstanding awards will lapse; and

the payout opportunities attainable under all outstanding performance-based awards will vest based on (i) target performance if the change in control occurs in the first half of the performance period or (ii) actual performance if the change in control occurs in the second half of the performance period and the awards will pay out on a pro rata basis, based on the time elapsed prior to the change in control, and

(B) with respect to awards assumed by the surviving entity or otherwise equitably converted or substituted in connection with a change in control, if within two years after the effective date of the change in control, a participant s employment is terminated without Cause or the participant resigns for Good Reason (as such terms are defined), then:

- all of that participant s outstanding options, SARs and other awards in the nature of rights that may be exercised will become fully exercisable;

- all time-based vesting restrictions on that participant s outstanding awards will lapse; and

- the payout opportunities attainable under all of that participant s outstanding performance-based awards will vest based on (i) target performance if termination occurs in the first half of the performance period or (ii) actual performance if termination occurs in the second half of the performance period (measured as of the end of the calendar quarter immediately preceding the date of termination) and the awards will pay out on a pro rata basis, based on the time elapsed prior to the date of termination.

Discretionary Acceleration. Our Compensation Committee may, in its discretion, accelerate the vesting and/or payment of any awards for any reason, subject to certain limitations under Section 409A of the Code. Our Compensation Committee may discriminate among participants or among awards in exercising such discretion.

Certain Transactions. Upon the occurrence or in anticipation of certain corporate events or extraordinary transactions, our Compensation Committee may also make discretionary adjustments to awards, including settling awards for cash, providing that awards will become fully vested and exercisable, providing for awards to be assumed or substituted, or modifying performance targets or periods for awards.

Termination and Amendment. The 2013 LTIP will terminate on the tenth anniversary of its adoption, or, if the stockholders approve an amendment to the 2013 LTIP that increases the number of shares subject to the 2013 LTIP, the tenth anniversary of the date of such approval, unless earlier terminated by our Board of Directors or Compensation Committee. Our Board or Compensation Committee may, at any time and from time to time, terminate or amend the 2013 LTIP, but if an amendment to the 2013 LTIP would constitute a material amendment requiring stockholder approval under applicable listing requirements, laws, policies or regulations, then such amendment will be subject to stockholder approval. No termination or amendment of the 2013 LTIP may adversely affect any award previously granted under the 2013 LTIP without the written consent of the participant. Without the prior approval of our stockholders, and except as otherwise permitted by the antidilution provisions of the 2013 LTIP, the 2013 LTIP may not be amended to directly or indirectly reprice, replace or repurchase underwater options or SARs.

Our Compensation Committee may amend or terminate outstanding awards. However, such amendments may require the consent of the participant and, unless approved by the stockholders or otherwise permitted by the antidilution provisions of the 2013 LTIP, (i) the exercise price or base price of an option or SAR may not be reduced, directly or indirectly, (ii) an option or SAR may not be cancelled in exchange for cash, other awards, or options or SARS with an exercise price or base price that is less than the exercise price or base price of the original option or SAR, or otherwise, (iii) we may not repurchase an option or SAR for value (in cash or otherwise) from a participant if the current fair market value of the shares of our common stock underlying the option or SAR is lower than the exercise price or base price per share of the option or SAR, and (iv) the original term of an option or SAR may not be extended.

Prohibition on Repricing. As indicated above under Termination and Amendment, outstanding stock options and SARs cannot be repriced, directly or indirectly, without the prior consent of our stockholders. The exchange of an underwater option or stock appreciation right (i.e., an option or stock appreciation right having an exercise price or base price in excess of the current market value of the underlying stock) for cash or for another award would be considered an indirect repricing and would, therefore, require the prior consent of our stockholders.

Annual Incentive Plan

In connection with the IPO, we adopted a new Annual Incentive Plan to replace our prior AIP. The material terms of new AIP are described below.

Purpose. The purpose of the new AIP is to enhance our ability to attract, motivate, reward and retain employees, to strengthen their commitment to our success and to align their interests with those of our stockholders by providing additional compensation to our designated employees based on the achievement of performance objectives.

Eligibility. The new AIP authorizes our Compensation Committee (or the CEO, with respect to participants who are not executive officers) to grant cash awards to selected employees based on the achievement of performance goals.

Administration. The new AIP is administered by our Compensation Committee, which has the authority to designate participants in the new AIP; establish target awards and payout formulae; determine the amount of awards; delegate to the CEO any authority or responsibility to administer the new AIP with respect to participants who are not executive officers; prescribe, amend and rescind rules, regulations and procedures for carrying out the new AIP; and construe and interpret the new AIP.

Determination of Performance Goals, Target Awards and Payouts. Our Compensation Committee (or the CEO, with respect to participants who are not executive officers) will establish for each participant (i) performance goals for the performance period, which may be based on our performance objectives or individual performance objectives, (ii) the target award, and (iii) the payout formula for purposes of determining the award payable. Following the conclusion of a performance period, our Compensation Committee (or the CEO, with respect to participants who are not executive officers) will determine the extent to which the performance goals applicable to each participant were achieved or exceeded, and the amount payable, if any, to each participant.

Termination of Employment. Unless otherwise determined by our Compensation Committee (or the CEO, with respect to participants who are not executive officers), a participant must be employed or on approved leave of absence as of the date of payment in order to receive an award. Notwithstanding the foregoing, our Compensation Committee or the CEO, as applicable, may determine, in their discretion and on a case-by-case basis, that a participant whose employment is terminated on account of death, disability or retirement will remain eligible to receive a prorated portion of his or her earned award.

Change in Control. Unless otherwise determined by our Compensation Committee, in the event a change in control occurs during a plan year, participants will receive a prorated target award for that plan year.

Termination and Amendment. Our Compensation Committee generally may terminate, suspend or amend the new AIP at any time. No amendment may be made without stockholder approval if such amendment otherwise requires stockholder approval by reason of any law, regulation or rule applicable to the new AIP.

Prior Equity Plans

In addition to the 2013 LTIP, we also maintain the 2011 Plan, the 2006 Long Term Incentive Plan, the Amended and Restated 1997 Long-Term Incentive Plan and the Andrew Corporation 2000 Management Incentive Program, which we refer to collectively herein as the   Prior Plans.   We will not grant any future awards under the Prior Plans. Our Compensation Committee administers each of the Prior Plans.

Amended and Restated 2011 Incentive Plan

As described above, on January 14, 2011, our Board of Directors and stockholders adopted the 2011 Plan, which was further amended on February 19, 2013. The 2011 Plan authorized our Compensation Committee to grant to employees, officers, directors and consultants of our company and its affiliates options to purchase shares of the common stock, other stock-based awards and any other right or interest relating to stock or cash awards. As of March 31, 2014, 7,278,947 options and 417,516 share units were outstanding under the 2011 Plan. The share units could, at our option, be settled with 579,506 shares of common stock (assuming a per share price at the time of settlement of $24.68, which was the closing price of our common stock on March 31, 2014), in lieu of cash to settle $14.3 million owed by us under outstanding share units. No other equity awards are outstanding under the 2011 Plan.

2006 Long Term Incentive Plan

On May 5, 2006, our Board of Directors and stockholders adopted the 2006 Long Term Incentive Plan, which was further amended on May 1, 2009, as so amended, the   2006 Plan.   The 2006 Plan authorized our Compensation Committee to grant to employees, officers, directors and consultants of our company and its affiliates awards in the form of restricted stock, restricted stock units, stock appreciation rights, options, dividend equivalents, performance awards and other stock awards. As of March 31, 2014, 2,467,266 fully-vested options were outstanding under the 2006 Plan, and no other equity awards are outstanding under the 2006 Plan.

Amended and Restated 1997 Long-Term Incentive Plan

The Amended and Restated 1997 Long-Term Incentive Plan was first approved by our Board of Directors and stockholders in 1997, and was amended on each of May 1, 1998, May 5, 2000, May 3, 2002, and May 7, 2004, as so amended, the 1997 Plan. The 1997 Plan authorized our Compensation Committee to grant to employees and directors awards of stock options, restricted stock, performance units, performance shares, phantom stock and unrestricted stock awards. As of March 31, 2014, 730,977 fully-vested options were outstanding under the 1997 Plan, and no other equity awards are outstanding under the 1997 Plan.

Andrew Corporation 2000 Management Incentive Program

In connection with the acquisition of Andrew in 2007, we assumed the Andrew Corporation 2000 Management Incentive Program, or the Andrew Plan. All awards outstanding under the Andrew Plan became fully-vested at the closing of the Andrew acquisition. Thereafter, we continued to grant awards under the Andrew Plan and such awards became fully-vested at the closing of the Acquisition. As of March 31, 2014, 41,278 fully-vested options were outstanding under the Andrew Plan.

Equity Compensation Plan Information

The following table provides information as of March 31, 2014, with respect to the shares of our common stock that may be issued under our existing equity compensation plans:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	11,268,390	$ 7.26	17,444,728
Equity compensation plans not approved by security holders			
Total	11,268,390		