

CommScope Holding Company, Inc.
Form 4
February 27, 2017

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRENDEL FRANK M

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HICKORY, NC 28602

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2017		A		17,304	<u>A</u> (1)	\$ 0
Common Stock	02/23/2017		F		1,680	D	\$ 37.72
Common Stock	02/24/2017		A		9,310	<u>A</u> (2)	\$ 0
Common Stock	02/24/2017		F		2,857	D	\$ 37.32
					44,550	I	

By GRAT

Common Stock				
Common Stock	44,550	I		By GRAT
Common Stock	44,550	I		By GRAT
Common Stock	24,750	I		By Family Trust
Common Stock	184,776	I		By Marital Trust

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer Other
DRENDEL FRANK M C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602	X		

Signatures

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

02/27/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 23, 2016, the reporting person was granted 14,969 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were exceeded, resulting in a total of 17,304 performance share units earned. The performance share units will vest ratably on 02/23/2018 and 02/23/2019, subject to the reporting person's continued employment with the issuer.

(2) On February 24, 2015, the reporting person was granted 11,920 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were met at a level between threshold and target, resulting in a total of 9,310 performance share units earned. 4,655 performance share units vested on the date shown, and the balance of 4,655 performance share units will vest on 02/24/2018, subject to the reporting person's continued employment with the issuer.

(3) Includes (a) 9,980 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (b) 3,974 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (c) 17,304 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (d) 4,655 performance share units that were earned on 02/24/2017 and will vest on 02/24/2018, each subject to the reporting person's continued employment with the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.