

CommScope Holding Company, Inc.

Form 4

June 07, 2016

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WYATT FRANK B II**

(Last) (First) (Middle)

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

(Street)

**HICKORY, NC 28602**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/06/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
SVP, General Counsel & Sec

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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/06/2016		M <sup>(1)</sup>		7,843	A	\$ 2.96	51,520 <sup>(2)</sup>	D
Common Stock	06/06/2016		M <sup>(1)</sup>		22,157	A	\$ 8.55	73,677 <sup>(2)</sup>	D
Common Stock	06/06/2016		S <sup>(1)</sup>		30,000	D	\$ 31.9584 <sup>(3)</sup>	43,677 <sup>(2)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.96	06/06/2016		M <sup>(1)</sup>		7,843		01/14/2011	03/24/2019	Common Stock	7,843
Stock Option (Right to Buy)	\$ 8.55	06/06/2016		M <sup>(1)</sup>		22,157		01/14/2011	01/20/2020	Common Stock	22,157

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WYATT FRANK B II C/O COMMScope HOLDING COMPANY, INC. 1100 COMMScope PLACE, SE HICKORY, NC 28602	SVP, General Counsel & Sec

## Signatures

/s/Frank B.  
Wyatt, II

06/07/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2016.

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- As previously reported, includes (a) 9,823 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments
- (2) on 02/23/2017, 02/23/2018, and 02/23/2019; and (b) 5,058 restricted stock units that were granted on 02/24/2015 and will vest ratably on 02/24/2017 and 02/24/2018, each subject to the reporting person's continued employment with the issuer.

- The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$31.77 to
- (3) \$32.15. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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