

CommScope Holding Company, Inc.

Form 4

December 20, 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

OMB
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(Print or Type Responses)

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

(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)
12/16/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock					2,327,865 ⁽¹⁾	D	
Common Stock	12/16/2016		S ⁽²⁾	27,262 D	\$ 36.591 ⁽³⁾ 53,738	I	by GRAT
Common Stock	12/19/2016		S ⁽²⁾	9,188 D	\$ 36.7803 ⁽⁴⁾ 44,550	I	by GRAT
Common Stock	12/16/2016		S ⁽²⁾	27,262 D	\$ 36.591 ⁽⁵⁾ 53,738	I	by GRAT

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Common Stock	12/19/2016	S ⁽²⁾	9,188	D	\$ 36.7859 (6)	44,550	I	by GRAT
Common Stock	12/16/2016	S ⁽²⁾	27,262	D	\$ 36.591 (7)	53,738	I	by GRAT
Common Stock	12/19/2016	S ⁽²⁾	9,188	D	\$ 36.7837 (8)	44,550	I	by GRAT
Common Stock	12/16/2016	S ⁽²⁾	15,145	D	\$ 36.591 (9)	29,855	I	by Family Trust
Common Stock	12/19/2016	S ⁽²⁾	5,105	D	\$ 36.7942 (10)	24,750	I	by Family Trust
Common Stock	12/16/2016	S ⁽²⁾	113,069	D	\$ 36.591 (11)	222,886	I	by Martial Trust
Common Stock	12/19/2016	S ⁽²⁾	38,110	D	\$ 36.7838 (12)	184,776	I	by Marital Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 10)
				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 M.
Drendel

12/20/2016

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) As previously reported, includes (a) 14,969 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019, each subject to the reporting person's continued employment with the issuer.
- (2) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2016.
- The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (3) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to \$36.96. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
- (4) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (5) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.41 to \$36.95. 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.
- (6) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (7) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.97. 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.
- (8) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (9) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.96. 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.
- (10) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (11) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.

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The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to (12) \$36.97. 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. 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.