CommScope Holding Company, Inc.
Form SC 13G/A
February 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

COMMSCOPE HOLDING COMPANY, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

20337X109

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

¨ Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

3 SEC use only

4 Citizen or place of organization

Delaware

Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 101,216,970
	7	Sole dispositive power 0
	8	Shared dispositive power 101,216,970

9 Aggregate amount beneficially owned by each reporting person

101,216,970

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

53.9%

12 Type of reporting person

PN

1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

3 SEC use only

4 Citizen or place of organization

Delaware

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12 Type of reporting person

OO (Limited Liability Company)

1 Names of reporting persons

Carlyle Holdings I GP Inc.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

3 SEC use only

4 Citizen or place of organization

Delaware

Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
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1 Names of reporting persons

Carlyle Holdings I GP Sub L.L.C.

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PN

1 Names of reporting persons

TC Group, L.L.C.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

3 SEC use only

4 Citizen or place of organization

Delaware

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OO (Limited Liability Company)

1 Names of reporting persons

TC Group CommScope Holdings, L.L.C.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

3 SEC use only

4 Citizen or place of organization

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12 Type of reporting person

OO (Limited Liability Company)

1 Names of reporting persons

Carlyle-CommScope Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) ¨ (b) ¨

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4 Citizen or place of organization

Delaware

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Not Applicable

11 Percent of class represented by amount in Row 9

53.9%

12 Type of reporting person

PN

ITEM 1. (a) Name of Issuer:

CommScope Holding Company, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

1100 CommScope Place, SE
Hickory, North Carolina, 28602

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group CommScope Holdings, L.L.C.

Carlyle-CommScope Holdings, L.P.

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

Each of the Reporting Persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, $0.01 par value per share (Common Stock)

(e) CUSIP Number:

20337X109

ITEM 3.
Not applicable.

ITEM 4. Ownership
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2014, based upon 187,681,635 shares of the Issuer s Common Stock outstanding as of October 22, 2014.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	101,216,970	53.9%	0	101,216,970	0	101,216,970
The Carlyle Group L.P.	101,216,970	53.9%	0	101,216,970	0	101,216,970
Carlyle Holdings I GP Inc.	101,216,970	53.9%	0	101,216,970	0	101,216,970
Carlyle Holdings I GP Sub L.L.C.	101,216,970	53.9%	0	101,216,970	0	101,216,970
Carlyle Holdings I L.P.	101,216,970	53.9%	0	101,216,970	0	101,216,970
TC Group, L.L.C.	101,216,970	53.9%	0	101,216,970	0	101,216,970
TC Group CommScope Holdings, L.L.C.	101,216,970	53.9%	0	101,216,970	0	101,216,970
Carlyle-CommScope Holdings, L.P.	101,216,970	53.9%	0	101,216,970	0	101,216,970

Carlyle-CommScope Holdings, L.P. is the record holder of 101,216,970 shares of the Issuer s Common Stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group CommScope Holdings, L.L.C., which is the general partner of Carlyle-CommScope Holdings, L.P. Accordingly, each of the forgoing entities may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle-CommScope Holdings, L.P.

ITEM 5. Ownership of Five Percent or Less of a Class
Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I L.P.
By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP, L.L.C.
By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP COMMSCOPE HOLDINGS, L.L.C.
By: TC Group, L.L.C., its managing member
By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE-COMMSCOPE HOLDINGS, L.P.

By: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2014).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2014).