

CommScope Holding Company, Inc.

Form 4

October 05, 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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Karlsson Peter U

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)  
C/O COMMScope HOLDING  
COMPANY, INC., 1100  
COMMScope PLACE, SE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP of CommScope, Inc.

HICKORY, NC 28602

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

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/03/2016                              |                                                             | M <sup>(1)</sup>                     | V Amount (A) or (D) Price<br>7,796 A \$ 5.74                            | 26,023 <sup>(2)</sup>                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 10/03/2016                              |                                                             | S <sup>(1)</sup>                     | 7,796 D \$<br>30.0912 <sup>(3)</sup>                                    | 18,227 <sup>(2)</sup>                                                                                              | D                                                                       |                                                                   |

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

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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.74                                                            | 10/03/2016                              |                                                             | M <sup>(1)</sup>                     | 7,796                                                                                                           | 02/17/2016 01/26/2021                                          | Common<br>Stock                                                     | 7,796                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                              |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer                      | Other |
| Karlsson Peter U<br>C/O COMMScope HOLDING COMPANY, INC.,<br>1100 COMMScope PLACE, SE<br>HICKORY, NC 28602 |               |           | SVP of<br>CommScope,<br>Inc. |       |

## Signatures

/s/Peter U.  
Karlsson

10/05/2016

\_\_\_\_\_  
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.

(2) As previously reported, includes (a) 10,425 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; and (b) 5,202 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.

(3) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$29.905 to \$30.19. 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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