

CommScope Holding Company, Inc.
Form 4
April 12, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WYATT FRANK B II

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)
04/10/2017

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, General Counsel & Sec

HICKORY, NC 28602
(City) (State) (Zip)

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

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	04/10/2017		M ⁽¹⁾		125,544	A	\$ 5.74
							190,219 ⁽²⁾
Common Stock	04/10/2017		S ⁽¹⁾		125,544	D	\$ 40.6839 ⁽³⁾
Common Stock	04/11/2017		M ⁽¹⁾		130,356	A	\$ 5.74
							195,031 ⁽²⁾
Common Stock	04/11/2017		S ⁽¹⁾		130,356	D	\$ 40.5776
							64,675 ⁽²⁾

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 March 9, 2017.

(2) As previously reported, includes (a) 7,900 restricted stock units that were granted on 02/27/2017 and will vest in three equal installments on 02/27/2018, 02/27/2019, and 02/27/2020; (b) 6,549 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (c) 2,529 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (d) 11,355 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (e) 2,963 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.

(3) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$40.46 to \$41.07. 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 \$40.25 to \$40.74. 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.