

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 May 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Murphy Michael T.

2. Issuer Name and Ticker or Trading Symbol
 M/A-COM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 100 CHELMSFORD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Engineering

LOWELL, MA 01851

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/07/2015		M		1,680 A \$ 0.64	77,230	D
Common Stock	05/07/2015		M		20,000 A \$ 17.5	97,230	D
Common Stock	05/07/2015		S ⁽¹⁾		22,330 D \$ 34.4 ⁽²⁾	74,900	D
Common Stock	05/07/2015		S ⁽¹⁾		600 D \$ 34.88 ⁽³⁾	74,300	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.64	05/07/2015		M	1,680	<u>(4)</u> 11/10/2019	Common Stock	1,680	
Employee Stock Option (Right to Buy)	\$ 17.5	05/07/2015		M	20,000	<u>(5)</u> 04/29/2024	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Michael T. 100 CHELMSFORD STREET LOWELL, MA 01851			SVP, Engineering	

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

05/11/2015

__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 shares were sold pursuant to a sales plan adopted by the reporting person and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.91 to \$34.84, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 and 3.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.85 to \$34.94, inclusive.
 - (3) One-fifth (1/5th) of the stock options vested and became exercisable on November 2, 2010 and one-sixtieth (1/60th) of the stock options vest monthly thereafter provided that the reporting person remains in continuous services with the issuer as of each vesting date.
 - (4) The stock options vested immediately upon the issuer's common stock achieving a market price of \$32.55 per share, provided that the reporting person remains in continuous service with the issuer through the vesting date.

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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