

CommScope Holding Company, Inc.
Form DEFA14A
March 21, 2017

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

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

COMMSCOPE HOLDING COMPANY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(6) Amount Previously Paid:

(7) Form, Schedule or Registration Statement No.:

(8) Filing Party:

(9) Date Filed:

EXPLANATORY NOTE

The purpose of this filing is to correct an error related to the director compensation for Joanne M. Maguire, as disclosed on page 58 in the proxy statement filed by CommScope Holding Company, Inc. (the Company) with the Securities and Exchange Commission on March 21, 2017 (the Proxy Statement), relating to its 2017 Annual Meeting of Stockholders to be held on May 5, 2017.

Set forth below is an amendment and restatement of the applicable section of page 58 of the Proxy Statement with the corrected Stock Awards and Total Compensation for Ms. Maguire. Other than these changes, the Proxy Statement remains unchanged.

DIRECTOR COMPENSATION TABLE FOR 2016

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$)(1) | Total (\$)(1) |
|--------------------------|---------------------------------------------|---------------------------------|----------------------|
| Austin A. Adams | 100,000 | 124,997 | 224,997 |
| Stephen C. Gray | 85,000 | 124,997 | 209,997 |
| L. William Krause | 105,000 | 124,997 | 229,997 |
| Joanne M. Maguire | 85,000 | 166,654 | 251,654 |
| Thomas J. Manning | 100,000 | 124,997 | 224,997 |
| Timothy T. Yates | 110,000 | 124,997 | 234,997 |

- (1) We granted Ms. Maguire 1,609 RSUs in connection with her election to the board in 2016 which vested January 1, 2017. We also granted Messrs. Adams, Gray, Krause, Manning and Yates and Ms. Maguire each 4,230 RSUs in 2016 which will vest May 6, 2017. As of December 31, 2016, Mr. Gray and Mr. Krause each held fully vested options to purchase 28,575 shares of our common stock at \$5.74 per share.