

CommScope Holding Company, Inc.

Form 4

December 02, 2014

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

(Last) (First) (Middle)

C/O COMMSCOPE HOLDING
COMPANY, INC., 1100
COMMSCOPE PLACE, SE

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CommScope Holding Company, Inc.
[COMM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP of CommScope, Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	12/01/2014		M ⁽¹⁾	156 A \$ 8.55	156	D	
Common Stock	12/01/2014		M ⁽¹⁾	7,344 A \$ 5.74	7,500	D	
Common Stock	12/01/2014		S ⁽¹⁾	7,500 D \$ 22.1049	0	D	
				(2)			

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 (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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.55	12/01/2014		M ⁽¹⁾	156	01/14/2014	01/20/2020	Common Stock		156
Stock Option (Right to Buy)	\$ 5.74	12/01/2014		M ⁽¹⁾	7,344	⁽³⁾	01/26/2021	Common Stock		7,344

Reporting Owners

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

Signatures

/s/Peter U.
Karlsson
12/02/2014
Date

**Signature of
Reporting Person

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).

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- (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 6, 2014.
- The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.00 to
- (2) \$22.25. 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.
- (3) Includes 53,010 unvested options that vest ratably on each 01/14/15 and 01/14/16, subject to the reporting person's continued service on each vesting date. Per SEC guidance, excludes 88,924 unvested options that are subject to performance-based vesting conditions.

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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