

Rajgarhia Vivek
Form 4
November 14, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rajgarhia Vivek

(Last) (First) (Middle)

C/O MACOM TECHNOLOGY
SOLUTIONS HOLDINGS, 100
CHELMSFORD ST

(Street)

LOWELL, MA 01851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MACOM Technology Solutions
Holdings, Inc. [MTSI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2017

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 & GM, Lightwave

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/09/2017		A		4,097 (1)	A \$ 0 56,004	D
Common Stock	11/09/2017		A		17,500 (2)	A \$ 0 73,504	D
Common Stock	11/09/2017		A		17,500 (3)	A \$ 0 91,004	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.56	11/09/2017		A		30,000		<u>(4)</u>	11/08/2024	Common Stock	30,000
Stock Option (Right to Buy)	\$ 34.46	11/09/2017		A		10,000		11/09/2017 <u>(5)</u>	04/22/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rajgarhia Vivek
C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS
100 CHELMSFORD ST
LOWELL, MA 01851

SVP & GM, Lightwave

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

11/14/2017

__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) Represents restricted stock units granted to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in four equal annual installments on May 15, 2019, May 15, 2020, May 15, 2021 and May 15, 2022, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date.

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- (2) Represents restricted stock units granted to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in three equal annual installments on May 15, 2018, May 15, 2019 and May 15, 2020, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date.

- (3) Represents restricted stock units granted to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in two equal annual installments on May 15, 2021 and May 15, 2022, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date.

- (4) The stock option vests in full upon achievement of a 30-day trailing average stock price based performance metric during the term of the stock option.

- (5) On April 22, 2015 the Reporting Person was granted an option to purchase 10,000 shares of Common Stock. The stock option vests upon achievement of certain performance metrics in any four consecutive fiscal quarters completed during the term of the stock option. On November 9, 2017 certain performance criteria were certified to have been met, resulting in vesting of the stock option in full.

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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