

CommScope Holding Company, Inc.  
 Form 4/A  
 March 07, 2016

**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 \*  
**OLSON MARK A**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/15/2015**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and CFO**

(Street)  
**HICKORY, NC 28602**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/18/2015**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock                    | 05/15/2015                           |  | M <sup>(1)</sup>               | A   | 9,518   | \$ 5.74  | 30,261 <sup>(3)</sup> D           |
|                                 |                                      |  |                                |   |   | <u>(2)</u>   |                                   |
| Common Stock                    | 05/15/2015                           |  | M <sup>(1)</sup>               | A   | 482   | \$ 5.57  | 30,743 <sup>(3)</sup> D           |
|                                 |                                      |  |                                |   |   | <u>(2)</u>   |                                   |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 5.74 <sup>(2)</sup>                                 | 05/15/2015                           |  | M <sup>(1)</sup>               | 9,518   | <sup>(4)</sup> 01/26/2021                                | Common Stock  | 9,518                         |
| Stock Option (Right to Buy)                | \$ 5.57 <sup>(2)</sup>                                 | 05/15/2015                           |  | M <sup>(1)</sup>               | 482   | <sup>(5)</sup> 02/21/2021                                | Common Stock  | 482                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| OLSON MARK A<br>C/O COMMSCOPE HOLDING COMPANY, INC.,<br>1100 COMMSCOPE PLACE, SE<br>HICKORY, NC 28602 |               |           | EVP<br>and<br>CFO |       |

## Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney 03/07/2015

\*\*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 transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2014.
- (2) The reporting person's original Form 4 reported the exercise of 10,000 stock options having an exercise price of \$5.74 per share. Instead, the transaction involved the exercise of 9,518 stock options having an exercise price of \$5.74 per share and the exercise of 482 stock

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options having an exercise price of \$5.57 per share.

- (3) As previously reported, includes 10,837 restricted stock units that were granted on 02/24/2015 and will vest in three equal installments on 02/24/2016, 02/24/2017, and 02/24/2018, subject to the reporting person's continued employment with the issuer.
- (4) Includes 16,563 unvested options that vest on 01/14/2016, subject to the reporting person's continued service on the vesting date. Per SEC guidance, excludes 16,563 unvested options that are subject to performance-based vesting conditions.
- (5) Includes 19,881 unvested options that vest on 01/14/2016, subject to the reporting person's continued service on the vesting date. Per SEC guidance, excludes 19,881 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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