

CommScope Holding Company, Inc.

Form 4

July 22, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Armstrong Philip Martin JR

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/18/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Corporate Finance

HICKORY, NC 28602

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/18/2014		M <sup>(1)</sup>		200	A	\$ 2.96	5,120	D
Common Stock	07/18/2014		S <sup>(1)</sup>		200	D	\$ 24	4,920	D
Common Stock	07/22/2014		M <sup>(1)</sup>		10,993	A	\$ 2.96	15,913	D
Common Stock	07/22/2014		M <sup>(1)</sup>		13,807	A	\$ 8.55	29,720	D
	07/22/2014		M <sup>(1)</sup>		5,000	A	\$ 5.74	34,720	D

Edgar Filing: CommScope Holding Company, Inc. - Form 4

Common  
Stock

Common Stock	07/22/2014	S <sup>(1)</sup>	29,800	D	\$ 24.116 <sup>(2)</sup>	4,920	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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	
Stock Option (Right to Buy)	\$ 2.96	07/18/2014		M <sup>(1)</sup>	200	01/14/2011	03/24/2019	Common Stock	200
Stock Option (Right to Buy)	\$ 2.96	07/22/2014		M <sup>(1)</sup>	10,993	01/14/2011	03/24/2019	Common Stock	10,993
Stock Option (Right to Buy)	\$ 8.55	07/22/2014		M <sup>(1)</sup>	13,807	01/14/2011	01/20/2020	Common Stock	13,807
Stock Option (Right to Buy)	\$ 5.74	07/22/2014		M <sup>(1)</sup>	5,000	<sup>(3)</sup>	01/26/2021	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Armstrong Philip Martin JR  
C/O COMMSCOPE HOLDING COMPANY, INC.,  
1100 COMMSCOPE PLACE, SE  
HICKORY, NC 28602

SVP,  
Corporate  
Finance

## Signatures

/s/Philip M.  
Armstrong, Jr.

07/22/2014

\_\_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.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$24.00 to  
(2) \$24.27. 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 33,126 unvested options that vest ratably on each of 01/14/15 and 01/14/16, subject to the reporting person's continued service on each vesting date. Per SEC guidance, excludes 55,569 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.