

CommScope Holding Company, Inc.

Form 4

April 29, 2016

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

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)
04/28/2016

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

(Street)
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)
Common Stock	04/28/2016		M ⁽¹⁾	30,000 A	\$ 5.74 48,227 ⁽²⁾	D	
Common Stock	04/28/2016		S ⁽¹⁾	30,000 D	\$ 30.6766 18,227 ⁽²⁾	D	
					⁽³⁾		

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74	04/28/2016		M <u>1</u>		30,000		02/17/2016	01/26/2021	Common Stock	30,000

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/Frank B. Wyatt, II under a Power of Attorney 04/29/2016

**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 March 10, 2015.

As previously reported, includes (a) 10,425 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019; and (b) 5,202 restricted stock units that were granted on 02/24/2015 and will vest ratably on 02/24/2017 and 02/24/2018, each subject to the reporting person's continued employment with the issuer.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$30.00 to \$31.26. 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.

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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