

CommScope Holding Company, Inc.
Form 4
March 03, 2017

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 *
DRENDEL FRANK M

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HICKORY, NC 28602

(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	03/01/2017		S ⁽¹⁾		13,279	D	\$ 38.9996 ⁽²⁾
							2,316,495 ⁽³⁾
Common Stock	03/01/2017		S ⁽¹⁾		1,721	D	\$ 39.426 ⁽⁴⁾
							2,314,774 ⁽³⁾
Common Stock	03/01/2017		S ⁽⁵⁾		11,350	D	\$ 39.0068 ⁽⁶⁾
							33,200
Common Stock	03/01/2017		S ⁽⁵⁾		800	D	\$ 32,400
							32,400
							I
							By GRAT
							I
							By

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Stock						39,4913 (7)			GRAT
Common Stock	03/01/2017		S ⁽⁵⁾	11,050	D	\$ 38.9869 (8)	33,500	I	By GRAT
Common Stock	03/01/2017		S ⁽⁵⁾	1,100	D	\$ 39.4591 (9)	32,400	I	By GRAT
Common Stock	03/01/2017		S ⁽⁵⁾	11,250	D	\$ 39.0054 (10)	33,300	I	By GRAT
Common Stock	03/01/2017		S ⁽⁵⁾	900	D	\$ 39.4878 (11)	32,400	I	By GRAT
Common Stock	03/01/2017		S ⁽⁵⁾	5,800	D	\$ 38.9656 (12)	18,950	I	by Family Trust
Common Stock	03/01/2017		S ⁽⁵⁾	950	D	\$ 39.4005 (13)	18,000	I	by Family Trust
Common Stock	03/01/2017		S ⁽⁵⁾	46,193	D	\$ 39.002 (14)	138,583	I	by Marital Trust
Common Stock	03/01/2017		S ⁽⁵⁾	4,200	D	\$ 39.4619 (15)	134,383	I	by Marital Trust

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code V	(A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENDEL FRANK M C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602	X			

Signatures

/s/Frank M.
Drendel

03/03/2017

**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) 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, 2016.
 - (2) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.34 to \$39.33. 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.

As previously reported, includes (a) 9,832 restricted stock units that were granted on 02/27/2017 and will vest in three equal installments on 02/27/2018, 02/27/2019, and 02/27/2020; (b) 9,980 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (c) 3,974 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (d) 17,304 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (e) 4,655 performance share units that were earned on 02/23/2017 and will vest on 02/24/2018, each subject to the reporting person's continued employment with the issuer.
 - (3) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.34 to \$39.63. 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.
 - (4) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2016.
 - (5) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.35 to \$39.32. 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.
 - (6) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.38 to \$39.61. 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.
 - (7) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.35 to \$39.31. 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.
 - (8)

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(9) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.37 to \$39.56. 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.

(10) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.34 to \$39.32. 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.

(11) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.38 to \$39.61. 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.

(12) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.27 to \$39.26. 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.

(13) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.29 to \$39.60. 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.

(14) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$38.34 to \$39.32. 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.

(15) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$39.34 to \$39.63. 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.

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. owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 69,870 shares or .10% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 6,197 shares or .00% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference