

Dennehy Robert
Form 4
November 14, 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 *
Dennehy Robert

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Operations

C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS, 100 CHELMSFORD STREET

(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

LOWELL, MA 01851

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/09/2017		A	3,894 (1) A \$ 0	38,568 (2)	D	
Common Stock	11/09/2017		A	6,961 (3) A \$ 0	45,529	D	
Common Stock	11/09/2017		A	6,845 (4) A \$ 0	52,374	D	
Common Stock	11/09/2017		A	4,182 (5) A \$ 0	56,556	D	

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

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(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.56	11/09/2017		A	30,000	<u>(6)</u> 11/08/2024	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Dennehy Robert C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS 100 CHELMSFORD STREET LOWELL, MA 01851	Director 10% Owner Officer SVP, Global Operations Other

Signatures

/s/ Clay Simpson, 11/14/2017
Attorney-in-Fact

**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.
- (2) The reported ownership includes 532 shares acquired under the Issuer's Employee Stock Purchase Plan on May 19, 2017.
- (3)

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Represents performance-based restricted stock units ("PRSUs") granted on April 22, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

- (4) Represents PRSUs granted on November 13, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

- (5) Represents PRSUs granted on November 9, 2016 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

- (6) 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.

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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