

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 February 11, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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 *
OCAMPO JOHN L

2. Issuer Name and Ticker or Trading Symbol
M/A-COM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CHELMSFORD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2015

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

LOWELL, MA 01851

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

(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 or (D) Price | | | | |
| Common Stock | 02/11/2015 | | S | | 1,213,082 (2) | D | \$ 28.575 0 | I | By GaAs Labs, LLC (1) |
| Common Stock | 02/11/2015 | | S | | 271,918 | D | \$ 28.575 12,753,582 | I | By Ocampo Family Trust - 2001 (1) |
| Common Stock | 02/11/2015 | | S | | 250,000 | D | \$ 28.575 3,290,000 | I | By trust for son (1) |
| | 02/11/2015 | | S | | 250,000 | D | 3,290,000 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|-----------|-----------|-----------|---|----------------------------------|
| Common Stock | | | | | \$ 28.575 | | | | By trust for daughter <u>(1)</u> |
| Common Stock | 02/11/2015 | | S | 250,000 | D | \$ 28.575 | 3,290,000 | I | By trust for son <u>(1)</u> |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| OCAMPO JOHN L 100 CHELMSFORD STREET LOWELL, MA 01851 | X | X | Chairman | |
| OCAMPO SUSAN 100 CHELMSFORD STREET LOWELL, MA 01851 | X | X | | |

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

02/11/2015

__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).

John and Susan Ocampo are co-trustees of each of the Ocampo Family Trust - 2001 and the trusts for the benefit of their children

(1) (collectively, the "Ocampo Family Trusts"). The Ocampo Family Trusts are the members, and John Ocampo is the manager, of GaAs Labs, LLC.

(2) Represents shares sold by the reporting person as a selling stockholder in the issuer's underwritten public offering that closed on February 11, 2015. The price represents the public offering price of \$30.00 per share less the underwriters' discount.

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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