

CommScope Holding Company, Inc.

Form 4

June 23, 2015

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 *
WYATT FRANK B II

(Last) (First) (Middle)

**C/O COMMScope HOLDING
COMPANY, INC., 1100
COMMScope PLACE, SE**

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**CommScope Holding Company, Inc.
[COMM]**

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, General Counsel & Sec

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

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
Common Stock	06/22/2015		M ⁽¹⁾	3,558 A	\$ 8.85 38,324 ⁽²⁾	D	
Common Stock	06/22/2015		M ⁽¹⁾	4,285 A	\$ 2.96 42,609 ⁽²⁾	D	
Common Stock	06/22/2015		S ⁽¹⁾	7,843 D	\$ 31.916 34,766 ⁽²⁾	D	
					⁽³⁾		

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 (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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 8.85	06/22/2015		M ⁽¹⁾	3,558	01/14/2011	12/12/2016	Common Stock		3,558
Stock Option (Right to Buy)	\$ 2.96	06/22/2015		M ⁽¹⁾	4,285	01/14/2011	03/24/2019	Common Stock		4,285

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WYATT FRANK B II C/O COMMScope HOLDING COMPANY, INC. 1100 COMMScope PLACE, SE HICKORY, NC 28602	SVP, General Counsel & Sec

Signatures

/s/Michael D. Coppin, under a Power of Attorney
06/23/2015
**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).

(1)

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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.

- (2) As previously reported, includes 7,586 restricted stock units that were granted on 02/24/2015 and will vest in three equal installments on 02/24/2016, 02/24/2017, and 02/24/2018, subject to the reporting person's continued employment with the issuer.

The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$31.76 to

- (3) \$32.00. 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.