

CommScope Holding Company, Inc.

Form 4

November 15, 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 *
WYATT FRANK B II

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2016

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

HICKORY, NC 28602

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	(A) or (D)	Price		
Common Stock	11/10/2016		M ⁽¹⁾		8,900	A	\$ 8.55	52,577 ⁽²⁾	D
Common Stock	11/10/2016		S ⁽¹⁾		8,900	D	\$ 34.376 ⁽³⁾	43,677 ⁽²⁾	D
Common Stock	11/14/2016		M ⁽¹⁾		6,200	A	\$ 8.55	49,877 ⁽²⁾	D
Common Stock	11/14/2016		S ⁽¹⁾		6,200	D	\$ 35.0234 ⁽⁴⁾	43,677 ⁽²⁾	D

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Common Stock	11/15/2016	M ⁽¹⁾	3,800	A	\$ 8.55	47,477 ⁽²⁾	D
Common Stock	11/15/2016	S ⁽¹⁾	3,800	D	\$ 35.05	43,677 ⁽²⁾	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 8.55	11/10/2016		M ⁽¹⁾		8,900		01/14/2011	01/20/2020	Common Stock	8,900
Common Stock (Right to Buy)	\$ 8.55	11/14/2016		M ⁽¹⁾		6,200		01/14/2011	01/20/2020	Common Stock	6,200
Common Stock (Right to Buy)	\$ 8.55	11/15/2016		M ⁽¹⁾		3,800		01/14/2011	01/20/2020	Common Stock	3,800

Reporting Owners

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

HICKORY, NC 28602

Signatures

/s/Frank B.

11/15/2016

Wyatt, II

__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.

As previously reported, includes (a) 9,823 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) 5,058 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.

(3) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$34.0250 to \$34.55. 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 price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$35.00 to \$35.06. 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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