

ARRIS GROUP INC  
Form 4  
December 29, 2015

**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 \*  
**POTTS DAVID**

2. Issuer Name and Ticker or Trading Symbol  
**ARRIS GROUP INC [ARRS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**3871 LAKEFIELD DR.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/24/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP OF FINANCE, CFO**

**SUWANEE, GA 30024**

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)	(A) or (D)	Price	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)
Common stock <sup>(1)</sup>	12/29/2015		S	53,413	D	\$ 30.2541 <sup>(2)</sup>	72,498	D	
Common stock <sup>(3)</sup>	12/24/2015		M	53,413	A	\$ 0	125,911	D	
Restricted stock (T) 130712 <sup>(4)</sup>	12/24/2015		F	7,506 <sup>(5)</sup>	D	\$ 29.41	23,794	D	
Restricted stock (T) 130712 <sup>(4)</sup>	12/24/2015		M	8,144 <sup>(6)</sup>	D	\$ 0	15,650	D	

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Restricted stock (P) 130712 <u>(7)</u>	12/24/2015	F	<u>7,193</u> <sub>(5)</sub>	D	\$ 29.41	7,807	D
Restricted stock (P) 130712 <u>(7)</u>	12/24/2015	M	<u>7,807</u> <sub>(6)</sub>	D	\$ 0	0	D
Restricted stock (T) 150330 <u>(4)</u>	12/24/2015	F	<u>2,886</u> <sub>(5)</sub>	D	\$ 29.41	21,184	D
Restricted stock (T) 150330 <u>(4)</u>	12/24/2015	M	<u>3,132</u> <sub>(6)</sub>	D	\$ 0	18,052	D
Restricted stock (T) 140327 <u>(4)</u>	12/24/2015	F	<u>3,043</u> <sub>(5)</sub>	D	\$ 29.41	15,992	D
Restricted stock (T) 140327 <u>(4)</u>	12/24/2015	M	<u>3,302</u> <sub>(6)</sub>	D	\$ 0	12,690	D
Restricted stock (P) 130329 <u>(7)</u>	12/24/2015	F	<u>21,784</u> <sub>(5)</sub>	D	\$ 29.41	23,646	D
Restricted stock (P) 130329 <u>(7)</u>	12/24/2015	M	<u>23,646</u> <sub>(6)</sub>	D	\$ 0	0	D
Restricted stock (T) 130329 <u>(4)</u>	12/24/2015	F	<u>2,724</u> <sub>(5)</sub>	D	\$ 29.41	8,633	D
Restricted stock (T) 130329 <u>(4)</u>	12/24/2015	M	<u>2,955</u> <sub>(6)</sub>	D	\$ 0	5,678	D
Restricted stock (T) 120328 <u>(4)</u>	12/24/2015	F	<u>4,079</u> <sub>(5)</sub>	D	\$ 29.41	4,427	D
Restricted stock (T) 120328 <u>(4)</u>	12/24/2015	M	<u>4,427</u> <sub>(6)</sub>	D	\$ 0	0	D
Restricted stock (P) 140327 <u>(7)</u>						50,760	D
Restricted stock (P) 150330 <u>(7)</u>						48,140	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTS DAVID 3871 LAKEFIELD DR. SUWANEE, GA 30024			EVP OF FINANCE, CFO	

## Signatures

/s/ Lawrence A. Margolis, Attorney-in-Fact  
Date: 12/29/2015

\*\*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) Shares sold subject to an existing Rule 10b5-1 Sales Plan.
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.04 to \$30.52, inclusive. The reporting person undertakes to provide issuer or any security holder of the issuer or the staff of the Security Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) In connection with the planned transaction between ARRIS Group, Inc. and Pace plc, pursuant to Section 4985 of the Code, an excise tax may be imposed on the ARRIS officers. To avoid the excise tax becoming due on such equity awards, the ARRIS board of directors approved the accelerated vesting of certain equity awards. The number here represents shares of ARRIS acquired pursuant to the accelerated vesting.

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- (4) Represents a restricted stock grant which vests in four equal annual installments beginning one year from the grant date.
- (5) Represents shares withheld to cover payroll tax liability on vesting of previously granted restricted shares.
- (6) Represents the vested portion of award grant converting to common stock.
- (7) Represents a restricted stock grant that is performance-based and can vest between 0 and 200% of the grant amount based on the Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period. Amount shown reflects maximum vesting of the award at the 200% level.

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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