

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 April 11, 2016

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 *
 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)
 04/07/2016

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

LOWELL, MA 01851
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/07/2016 | | S ⁽¹⁾ | 3,500 D | \$ 42.35 <u>(2)</u> 496,500 | I | By John Ocampo Charitable Remainder Trust ⁽³⁾ |
| Common Stock | 04/07/2016 | | S ⁽¹⁾ | 3,500 D | \$ 42.35 <u>(2)</u> 496,500 | I | By Susan Ocampo Charitable Remainder Trust ⁽³⁾ |
| Common Stock | 04/08/2016 | | S ⁽¹⁾ | 1,500 D | \$ 42.1 <u>(4)</u> 495,000 | I | By John Ocampo |

| Class of Securities | Date | Quantity | Price | Code | Value | Code | Beneficial Owner |
|---------------------|------------|------------------------|------------------------|------|------------|------|--|
| Common Stock | 04/08/2016 | S ⁽¹⁾ 1,500 | \$ 42.1 ₍₄₎ | D | 495,000 | I | Charitable Remainder Trust ⁽³⁾ By Susan Ocampo Charitable Remainder Trust ⁽³⁾ |
| Common Stock | | | | | 10,742,056 | I | By Ocampo Family Trust-2001 ⁽³⁾ |
| Common Stock | | | | | 3,290,000 | I | By trust for son ⁽³⁾ |
| Common Stock | | | | | 3,290,000 | I | By trust for daughter ⁽³⁾ |
| Common Stock | | | | | 3,290,000 | I | By trust for son ⁽³⁾ |

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 Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Reporting Owners | | | | |

OCAMPO JOHN L
 100 CHELMSFORD STREET X X Chairman
 LOWELL, MA 01851

OCAMPO SUSAN
 100 CHELMSFORD STREET X
 LOWELL, MA 01851

Signatures

/s/ Clay Simpson,
 Attorney-in-Fact 04/11/2016

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 shares were sold pursuant to a sales plan adopted by the Reporting Persons and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

 The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.09 to \$42.66. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (2) The Reporting Persons are trustees of the John Ocampo Charitable Remainder Trust, the Susan Ocampo Charitable Remainder Trust, the Ocampo Family Trust - 2001 and the trusts for the benefit of their children.

 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at a prices ranging from \$42.00 to \$42.24. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and 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) The Reporting Persons are trustees of the John Ocampo Charitable Remainder Trust, the Susan Ocampo Charitable Remainder Trust, the Ocampo Family Trust - 2001 and the trusts for the benefit of their children.

 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at a prices ranging from \$42.00 to \$42.24. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (4) The Reporting Persons are trustees of the John Ocampo Charitable Remainder Trust, the Susan Ocampo Charitable Remainder Trust, the Ocampo Family Trust - 2001 and the trusts for the benefit of their children.

 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at a prices ranging from \$42.00 to \$42.24. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.