

ARRIS GROUP INC  
Form 425  
December 17, 2015

**Filed by ARRIS Group, Inc. (SEC File No. 000-31254)**

**Pursuant to Rule 425 under the Securities Act of 1933**

**Subject Company: Pace plc**

**Date: December 17, 2015**

## **UK Court Conditionally Approves Pace Share Scheme**

### **Closing Date Expected January 4, 2016**

SUWANEE, Ga., December 17, 2015 ARRIS Group, Inc. (NASDAQ: ARRS), today announced that the High Court of Justice in England and Wales conditionally sanctioned the scheme of arrangement pursuant to which ARRIS will acquire Pace plc. Subject to the expiration of the mandatory waiting period with respect to the previously announced approval granted by Brazil's completion Authority CADE (which waiting period now ends December 22, 2015), the combination is expected to close on Monday, January 4, 2016. Trading in the ordinary shares of ARRIS International plc, the new parent company of ARRIS, will begin on January 5, 2016 on NASDAQ under the ARRIS current ticker symbol - ARRS.

### **About ARRIS**

ARRIS Group Inc. (NASDAQ: ARRS) is a world leader in entertainment and communications technology. Our innovations combine hardware, software, and services across the cloud, network, and home to power TV and Internet for millions of people around the globe. The people of ARRIS collaborate with the world's top service providers, content providers, and retailers to advance the state of our industry and pioneer tomorrow's connected world. Together, we are inventing the future. For more information, visit [www.arris.com](http://www.arris.com).

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### **Forward-Looking Statements**

Statements made in this press release, including those related to the timing for the closing of the transaction, are forward-looking statements. Actual results may differ materially from the results suggested by these statements for a variety of reasons, including any appeals lodged during the waiting period in Brazil; satisfaction of customary closing conditions; and the other risk factors described in ARRIS's definitive proxy statement filed with the Securities & Exchange Commission on September 15, 2015. In providing forward-looking statements, ARRIS expressly disclaims any obligation to update publicly or otherwise these statements, whether as a result of new information, future events or otherwise, except as required by law.

### **No Offer or Solicitation**

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**Contacts:**

Bob Puccini

Investor Relations

+1-720-895-7787

[Bob.Puccini@arris.com](mailto:Bob.Puccini@arris.com)

Jeanne Russo

Media & Industry Analysts

+1-215-323-1880

[Jeanne.Russo@arris.com](mailto:Jeanne.Russo@arris.com)

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