

CommScope Holding Company, Inc.
Form 4
February 27, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Armstrong Philip Martin JR

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Corporate Finance

C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE

(Street)

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

HICKORY, NC 28602

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/23/2017 | | A | | 6,759 ^A ₍₁₎ \$ 0 | 21,048 | D |
| Common Stock | 02/23/2017 | | F | | 741 D \$ 37.72 | 20,307 | D |
| Common Stock | 02/24/2017 | | A | | 2,751 ^A ₍₂₎ \$ 0 | 23,058 | D |
| Common Stock | 02/24/2017 | | F | | 829 D \$ 37.32 | 22,229 ⁽³⁾ | D |

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Armstrong Philip Martin JR C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | | SVP, Corporate Finance | |

Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney 02/27/2017

**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) On February 23, 2016, the reporting person was granted 5,847 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were exceeded, resulting in a total of 6,759 performance share units earned. The performance share units will vest ratably on 02/23/2018 and 02/23/2019, subject to the reporting person's continued employment with the issuer.
- (2) On February 24, 2015, the reporting person was granted 3,522 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were met at a level between threshold and target, resulting in a total of 2,751 performance share units earned. 1,375 performance share units vested on the date shown, and the balance of 1,376 performance share units will vest on 02/24/2018, subject to the reporting

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person's continued employment with the issuer.

- (3) Includes (a) 3,898 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (b) 1,174 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (c) 6,759 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (d) 1,376 performance share units that were earned on 02/24/2017 and will vest on 02/24/2018, each subject to the reporting person's continued employment with the issuer.

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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