

TC Group CommScope Holdings, L.L.C.

Form 4

May 10, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carlyle Group L.P.

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)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

C/O THE CARLYLE GROUP, 1001  
PENNSYLVANIA AVE. NW,  
SUITE 220S

05/06/2016

(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  
\_\_X\_\_ Form filed by More than One Reporting  
Person

WASHINGTON, DC 20004

(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	05/06/2016		S		20,000,000	D	\$ 28.9
					41,216,970	I	

See  
Footnote  
(1)

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  
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number.**

SEC 1474  
(9-02)

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**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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004-2505	X
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X

TC Group Sub L.P.  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
WASHINGTON, DC 20004

X

TC Group CommScope Holdings, L.L.C.  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
WASHINGTON, DC 20004

X

Carlyle-CommScope Holdings, L.P.  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
WASHINGTON, DC 20004

X

## Signatures

THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner,  
By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

CARLYLE HOLDINGS I GP INC. By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

CARLYLE HOLDINGS I GP SUB L.L.C. By: Carlyle Holdings I GP Inc., its managing  
member, By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

CARLYLE HOLDINGS I L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ Jeremy W.  
Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

TC GROUP SUB, L.P. By: TC Group, L.L.C., its general partner By: Carlyle Holdings I  
L.P., its managing member By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

TC GROUP COMMScope HOLDINGS, L.L.C. By: TC Group Sub, L.P., its managing  
member By: TC Group, L.L.C., its general partner By: Carlyle Holdings I L.P., its managing  
member By: /s/ Jeremy W. Anderson, attorney-in-fact

05/10/2016

\_\_Signature of Reporting Person

Date

CARLYLE-COMMScope HOLDINGS, L.P. By: /s/ Jeremy W. Anderson, Authorized  
Person

05/10/2016

\_\_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) Carlyle-CommScope Holdings, L.P. is the record holder of these shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub, L.P., which is the managing member of TC Group CommScope Holdings, L.L.C., which is the general partner of Carlyle-CommScope Holdings, L.P.

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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