

CommScope Holding Company, Inc.  
Form 8-K  
March 06, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 6, 2015 (March 4, 2015)**

**COMMSCOPE HOLDING COMPANY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1100 CommScope Place, SE, Hickory, North Carolina**

**001-36146**  
**(Commission**

**File Number)**

**27-4332098**  
**(IRS Employer**

**Identification No.)**

**28602**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (828) 324-2200**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On March 4, 2015, CommScope Holding Company, Inc. (the Company), an investment fund affiliated with The Carlyle Group (the Selling Stockholder) and Goldman, Sachs & Co., as the sole underwriter named in the underwriting agreement (the Underwriter), entered into an underwriting agreement (the Underwriting Agreement), pursuant to which the Selling Stockholder agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, 20,000,000 shares of the Company's common stock. In addition, pursuant to the Underwriting Agreement, the Selling Stockholder has granted the Underwriter an option, exercisable within 30 days, to purchase up to an additional 3,000,000 shares of common stock on the same terms and conditions.

A copy of the Underwriting Agreement has been attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such Exhibit.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit

Number:	Description
1.1	Underwriting Agreement, dated March 4, 2015, by and among CommScope Holding Company, Inc., an investment fund affiliated with The Carlyle Group and Goldman, Sachs & Co.

**Safe Harbor Statement**

The statements in this release state the Company's and management's intentions, beliefs, expectations or projections of the future and are forward-looking statements. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Date: March 6, 2015**

CommScope Holding Company, Inc.

**By:** /s/ Frank B. Wyatt, II

Name: Frank B. Wyatt, II

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

Exhibit Number:	Description
1.1	Underwriting Agreement, dated March 4, 2015, by and among CommScope Holding Company, Inc., an investment fund affiliated with The Carlyle Group and Goldman, Sachs & Co.