

WYATT FRANK B II
Form 4
March 05, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WYATT FRANK B II

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)
C/O COMMScope HOLDING
COMPANY, INC., 1100
COMMScope PLACE, SE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, General Counsel & Sec

HICKORY, NC 28602

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	03/01/2018		A		7,824 <u>A</u> (1)	\$ 0	63,380 (2) D

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 38.34	03/01/2018		A	20,215	03/01/2019 ⁽³⁾ 03/01/2028	Common Stock	20,215

Reporting Owners

Reporting Owner Name / Address	Relationships
WYATT FRANK B II C/O COMMSCOPE HOLDING COMPANY, INC. 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602	Director 10% Owner Officer Other SVP, General Counsel & Sec

Signatures

/s/Michael D. Coppin, under a Power of Attorney 03/05/2018

__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) Reflects restricted stock units that vest in three equal installments on 03/01/2019, 03/01/2020 and 03/01/2021, subject to the reporting person's continued employment with the issuer.

(2) Includes (a) 3,275 restricted stock units that were granted on 02/23/2016 and will vest on 02/23/2019; (b) 5,678 performance share units that were earned on 02/23/2017 and will vest on 02/23/2019; and (c) 5,267 restricted stock units that were granted on 02/27/2017 and will vest ratably on 02/27/2019 and 02/27/2020, each subject to the reporting person's continued employment with the issuer.

(3) The option vests in three equal installments on 03/01/2019, 03/01/2020 and 03/01/2021, 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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