CommScope Holding Company, Inc.

Form 4

September 08, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRENSHAW RANDALL W			2. Issuer Name and Ticker or Trading Symbol CommScope Holding Company, Inc. [COMM]					s	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
COMPAN	(Month.								Director 10% Owner Specify below) below) EVP and COO			
	(Street) 4.				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
HICKORY, NC 28602 (City) (State) (Zip)				i i					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ned Date, if	3.	ctio 8)		ies Ac	quired (A)	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)	
Common Stock	09/03/2015			M(1)		11,405	A	\$ 5.74	44,543 (2)	D		
Common Stock	09/03/2015			S <u>(1)</u>		11,405	D	\$ 33.0584 (3)	33,138 (2)	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Transactio Code (Instr. 8)	5. Number of on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74	09/03/2015		M(1)	11,405	<u>(4)</u>	01/26/2021	Common Stock	11,405

Reporting Owners

Reporting Owner Name / Address	Relationships					
Treporting of the France France	Director	10% Owner	Officer	Other		
CRENSHAW RANDALL W C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			EVP and COO			

Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney 09/08/2015

**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) The transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2015.
- As previously reported, includes 14,088 restricted stock units that were granted on 02/24/2015 and will vest in three equal installments on 02/24/2016, 02/24/2017, and 02/24/2018, subject to the reporting person's continued employment with the issuer.
- The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$33.00 and (3) \$33.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
- (4) Per SEC guidance, excludes 52,580 unvested options that are subject to performance-based vesting conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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