

CommScope Holding Company, Inc.
Form 4/A
March 07, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OLSON MARK A

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

____ Director
 Officer (give title below) _____ Other (specify below)
EVP and CFO

(Street)
HICKORY, NC 28602

4. If Amendment, Date Original Filed(Month/Day/Year)
05/18/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/15/2015		M ⁽¹⁾	9,518	A 5.74	30,261 ⁽³⁾	D
					<u>(2)</u>		
Common Stock	05/15/2015		M ⁽¹⁾	482	A 5.57	30,743 ⁽³⁾	D
					<u>(2)</u>		

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74 ⁽²⁾	05/15/2015		M ⁽¹⁾	9,518	⁽⁴⁾ 01/26/2021	Common Stock	9,518
Stock Option (Right to Buy)	\$ 5.57 ⁽²⁾	05/15/2015		M ⁽¹⁾	482	⁽⁵⁾ 02/21/2021	Common Stock	482

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSON MARK A C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			EVP and CFO	

Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney 03/07/2015

**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 in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2014.
- (2) The reporting person's original Form 4 reported the exercise of 10,000 stock options having an exercise price of \$5.74 per share. Instead, the transaction involved the exercise of 9,518 stock options having an exercise price of \$5.74 per share and the exercise of 482 stock

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options having an exercise price of \$5.57 per share.

- (3) As previously reported, includes 10,837 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.
- (4) Includes 16,563 unvested options that vest on 01/14/2016, subject to the reporting person's continued service on the vesting date. Per SEC guidance, excludes 16,563 unvested options that are subject to performance-based vesting conditions.
- (5) Includes 19,881 unvested options that vest on 01/14/2016, subject to the reporting person's continued service on the vesting date. Per SEC guidance, excludes 19,881 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.

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