ARRIS GROUP INC
Form 4
January 06, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brennan James R
(Last) (First) (Middle)
3871 LAKEFIELD DRIVE
(Street)
SUWANEE, GA 30024
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ARRIS GROUP INC [ARRS]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)
SVP, GLOBAL SUPPLY CHAIN

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

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 (1)	01/04/2016		D		43,627	D	$ 0	0	D	

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

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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. I De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock (T) 140327 (1) (2)	$ 0	01/04/2016		D			9,064	(3)	(4)	Common Stock	9,064	
Restricted stock (T) 150330 (1) (2)	$ 0	01/04/2016		D			12,896	(3)	(4)	Common Stock	12,896	
Restricted stock (T) 130712 (1) (2)	$ 0	01/04/2016		D			4,030	(3)	(4)	Common Stock	4,030	
Restricted stock (P) 140327 (1) (2)	$ 0	01/04/2016		D			36,260	(5)	(4)	Common Stock	36,260	
Restricted stock (P) 150330 (1) (2)	$ 0	01/04/2016		D			34,390	(5)	(4)	Common Stock	34,390	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan James R 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			SVP, GLOBAL SUPPLY CHAIN	

Signatures

/s/ Lawrence A. Margolis, Attorney-in-Fact	01/06/2016
**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)	On 4 January 2016, ARRIS Group, Inc. ("ARRIS") and Pace plc ("Pace") consummated a transaction (the "Combination") pursuant to which each of ARRIS and Pace was acquired by a new English holding company, ARRIS International plc ("New ARRIS"). Under the terms of the Combination (a) New ARRIS acquired Pace pursuant to a scheme of arrangement under UK law and (b) a newly formed subsidiary of New ARRIS merged with and into ARRIS, with ARRIS as the surviving corporation in the merger (the "Merger") and an indirect wholly-owned subsidiary of New ARRIS. At the effective time of the Merger, each ARRIS common share was cancelled and converted into the right to receive one New ARRIS ordinary share. The number here represents shares of ARRIS disposed of pursuant to the Merger.
(2)	This restricted stock award grant was previously reported on Table I. After further analysis, it was determined that reporting this holding on Table II more accurately reflected the type and intent of the award grant.
(3)	Represents a restricted stock grant which vests in four equal annual installments beginning one year from the grant date.
(4)	This restricted stock grant does not have a date of expiration, but will fully vest pursuant to the predetermined vesting schedule.
(5)	Represents a restricted stock grant that is performance-based and can vest between 0 and 200% of the grant amount based on the Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period. Amount shown reflects maximum vesting of the award at the 200% level.

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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