

Edgar Filing: COMMScope INC - Form 8-K/A

COMMScope INC  
Form 8-K/A  
December 19, 2006

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): December 13, 2006

COMMScope, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE	1-12929	36-4135495
(State or other	(Commission File Number)	(I.R.S. Employer
jurisdiction of		Identification Number)
incorporation)		

1100 COMMScope PLACE, SE  
P.O. BOX 339  
HICKORY, NORTH CAROLINA 28602

(Address of principal executive offices)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (828) 324-2200

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))
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Explanatory Note: On December 18, 2006, CommScope, Inc. filed a Form 8-K for the purpose of disclosing grants of equity to its executive officers and the approval of certain forms of equity award agreements. This Form 8-K/A is being filed for the sole purpose of correcting the item number under which the Form 8-K was filed and the item number of the exhibits.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory

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## Arrangements of Certain Officers.

### (e) Compensatory Arrangements of Certain Officers

On December 13, 2006, the Compensation Committee approved and made grants to executive officers pursuant to the Company's forms of Nonqualified Stock Option Agreement (Annual) and Employee Performance Share Unit Award Agreement. The forms provide for grants of awards pursuant to the CommScope, Inc. 2006 Long Term Incentive Plan. The Nonqualified Stock Option Agreement (Annual) provides that a grantee has the option to purchase shares of Company common stock, which option generally vests in 1/3 increments on each of the first, second and third anniversaries of the date of grant. The Employee Performance Share Unit Award Agreement generally provides that a grantee will be eligible to receive shares of Company common stock upon the third anniversary of the date of grant in respect of performance units which have vested as a result of the Company's performance during the applicable performance period. The relevant performance measure under the Performance Share Unit Award Agreement is the ratio of operating income, subject to certain adjustments, to revenue. The Compensation Committee also approved the Company's forms of Employee Restricted Stock Unit Agreement and Director's Nonqualified Stock Option Agreement (but made no grants to executive officers or directors pursuant to these two forms of agreement). The forms provide for grants of awards pursuant to the CommScope, Inc. 2006 Long Term Incentive Plan. The Employee Restricted Stock Unit Agreement generally provides that a grantee will be eligible to receive shares of Company common stock upon the third anniversary of the date of grant provided the grantee remains employed with the Company. The Directors Nonqualified Stock Option Agreement provides that a grantee has the option to purchase shares of Company common stock, which option generally vests in 1/3 increments on each of the first, second and third anniversaries of the date of grant.

The form of Nonqualified Stock Option Agreement (Annual), Employee Performance Share Unit Award Agreement, Employee Restricted Stock Unit Agreement and Director's Nonqualified Stock Option Agreement are each attached hereto as an exhibit.

The options and performance share units granted to our named executive officers on December 13, 2006 are as follows:

Name and Title	Options Granted	Performance Share Units Granted		
		Threshold Performance	Target Performance	Maximum Performance
Frank M. Drendel Chairman and Chief Executive Officer	51,100	14,500	29,000	43,500
Brian D. Garrett President and Chief Operating Officer	19,900	5,650	11,300	16,950
Jearld L. Leonhardt Executive Vice President Finance and Chief Financial Officer	12,000	3,400	6,800	10,200

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Randall W. Crenshaw Executive Vice President and General Manager, Enterprise	4,500	2,640	5,280	7,920
Edward A. Hally Executive Vice President and General Manager, Carrier	3,600	2,100	4,200	6,300

In addition, the Committee granted (i) options to purchase 17,300 shares of our common stock to our other executive officers and (ii) 19,920 performance share units to our other executive officers which will vest if target performance levels are achieved. (Our other executive officers will vest in 9,960 performance share units if threshold performance levels are achieved and 29,880 performance share units if the maximum performance levels are achieved.)

## Item 9.01. Financial Statements and Exhibits.

(d)	Exhibit	Description
	10.1	Form of Nonqualified Stock Option Agreement (Annual)
	10.2	Form of Employee Performance Share Unit Award Agreement
	10.3	Form of Employee Restricted Stock Unit Agreement
	10.4	Form of Director's Nonqualified Stock Option Agreement

## 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.

Dated: December 19, 2006

COMMScope, INC.

By: /s/ Frank B. Wyatt, II

Frank B. Wyatt, II  
Senior Vice President,  
General Counsel and Secretary

## INDEX OF EXHIBITS

Exhibit No.	Description
10.1	Form of Nonqualified Stock Option Agreement (Annual)

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- 10.2 Form of Employee Performance Share Unit Award Agreement
- 10.3 Form of Employee Restricted Stock Unit Agreement
- 10.4 Form of Director's Nonqualified Stock Option Agreement