

CommScope Holding Company, Inc.

Form 4

December 22, 2014

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 *
OLSON MARK A

(Last) (First) (Middle)

**C/O COMMSCOPE HOLDING
COMPANY, INC., 1100
COMMSCOPE PLACE, SE**

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**CommScope Holding Company, Inc.
[COMM]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and CFO

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)
Common Stock	12/19/2014		M ⁽¹⁾	7,751 A	\$ 5.74 17,657	D	
Common Stock	12/19/2014		S ⁽¹⁾	7,751 D	\$ 22.5018 9,906	D	
Common Stock	12/22/2014		M ⁽¹⁾	2,249 A	\$ 5.74 12,155	D	
Common Stock	12/22/2014		S ⁽¹⁾	2,249 D	\$ 22.5521 9,906	D	

(3)

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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	12/19/2014		M ⁽¹⁾	7,751	⁽⁴⁾ 01/26/2021	Common Stock	7,751
Stock Option (Right to Buy)	\$ 5.74	12/22/2014		M ⁽¹⁾	2,249	⁽⁴⁾ 01/26/2021	Common Stock	2,249

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/Mark A. Olson 12/22/2014

**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.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.50 to

- (2) \$22.52. 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.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.50 to

- (3) \$22.67. 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) Includes 33,126 unvested options that vest ratably on each 01/14/15 and 01/14/16, subject to the reporting person's continued service on each vesting date. Per SEC guidance, excludes 55,569 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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