

CommScope Holding Company, Inc.
Form 4
December 20, 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 *
DRENDEL FRANK M

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

HICKORY, NC 28602
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock					2,327,865 ⁽¹⁾	D	
Common Stock	12/16/2016		S ⁽²⁾	27,262 D	\$ 36.591 ⁽³⁾ 53,738	I	by GRAT
Common Stock	12/19/2016		S ⁽²⁾	9,188 D	\$ 36.7803 ⁽⁴⁾ 44,550	I	by GRAT
Common Stock	12/16/2016		S ⁽²⁾	27,262 D	\$ 36.591 ⁽⁵⁾ 53,738	I	by GRAT

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Common Stock	12/19/2016	S ⁽²⁾	9,188	D	\$ (6)	36.7859	44,550	I	by GRAT
Common Stock	12/16/2016	S ⁽²⁾	27,262	D	\$ (7)	36.591	53,738	I	by GRAT
Common Stock	12/19/2016	S ⁽²⁾	9,188	D	\$ (8)	36.7837	44,550	I	by GRAT
Common Stock	12/16/2016	S ⁽²⁾	15,145	D	\$ (9)	36.591	29,855	I	by Family Trust
Common Stock	12/19/2016	S ⁽²⁾	5,105	D	\$ (10)	36.7942	24,750	I	by Family Trust
Common Stock	12/16/2016	S ⁽²⁾	113,069	D	\$ (11)	36.591	222,886	I	by Martial Trust
Common Stock	12/19/2016	S ⁽²⁾	38,110	D	\$ (12)	36.7838	184,776	I	by Marital Trust

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENDEL FRANK M C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602	X			

Signatures

/s/Frank M.
Drendel

12/20/2016

__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) As previously reported, includes (a) 14,969 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019, each subject to the reporting person's continued employment with the issuer.
- (2) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2016.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (3) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to \$36.96. 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.
- (5) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (6) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.41 to \$36.95. 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.
- (7) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (8) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.97. 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.
- (9) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.
- (10) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.96. 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.
- (11) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. 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.

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The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to (12) \$36.97. 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.

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.