

Mondre Greg
 Form 4
 September 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Silver Lake (Offshore) AIV GP IV, Ltd.

(Last) (First) (Middle)

C/O SILVER LAKE,, 2775 SAND HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/05/2018

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2.0% Convertible Senior Notes due 2020 ⁽¹⁾	\$ 67.45 ⁽²⁾	09/05/2018	S ⁽³⁾	\$ 200,000,000			⁽⁴⁾	⁽⁵⁾	Common Stock	2,900,000 ⁽²⁾
2.0% Convertible Senior Notes due 2020 ⁽¹⁾	\$ 67.45 ⁽²⁾						⁽⁴⁾	⁽⁵⁾	Common Stock	7,410,000 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
SLP IV Mustang GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
SLP IV Mustang GP II, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
SLP IV Mustang Holdings, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
SLP IV Mustang Holdings II, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100	X			

MENLO PARK, CA 94025

Durban Egon
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100 X
 MENLO PARK, CA 94025

Mondre Greg
 C/O SILVER LAKE
 9 WEST 57TH STREET, 32ND FLOOR X
 NEW YORK, NY 10019

Signatures

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd. 09/06/2018
 __Signature of Reporting Person Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P. 09/06/2018
 __Signature of Reporting Person Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C. 09/06/2018
 __Signature of Reporting Person Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP II, L.L.C. 09/06/2018
 __Signature of Reporting Person Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C., general partner of SLP IV Mustang Holdings, L.P. 09/06/2018
 __Signature of Reporting Person Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP II, L.L.C., general partner of SLP IV Mustang Holdings II, L.P. 09/06/2018
 __Signature of Reporting Person Date

EGON DURBAN: /s/ Egon Durban 09/06/2018
 __Signature of Reporting Person Date

GREG MONDRE: /s/ Greg Mondre 09/06/2018
 __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)

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This Form 4 is filed on behalf of SLP IV Mustang Holdings, L.P. ("Mustang I"), SLP IV Mustang Holdings II, L.P. ("Mustang II"), SLP IV Mustang GP, L.L.C. ("Mustang LLC I"), SLP IV Mustang GP II, L.L.C. ("Mustang LLC II"), Silver Lake Technology Associates IV Cayman, L.P. ("SLTA") and Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP" and collectively with Mustang I, Mustang II, Mustang LLC I, Mustang LLC II, and SLTA, "Silver Lake"). Mustang LLC I is the general partner of Mustang I. Mustang LLC II is the general partner of Mustang II. SLTA is the sole member of each of Mustang LLC I and Mustang LLC II. AIV GP is the general partner of SLTA. Mr. Gregory Mondre and Mr. Egon Durban serve as members of the board of directors of Motorola Solutions, Inc. (the "Issuer"). Each of Messrs. Durban and Mondre serves as a director of AIV GP. Each of Mustang I, Mustang II, Mustang LLC I, Mustang LLC II, SLTA and AIV GP may be deemed to be a director by deputization of the Issuer.

- (2) Represents the approximate conversion price of the Issuer's 2.0% Convertible Senior Notes due 2020 (the "Convertible Notes"), based on the conversion rates calculated pursuant to the Indenture, dated as of August 25, 2015 (the "Indenture"), by and between the Issuer and the Bank of New York Mellon Trust Company, N.A., as trustee.

- (3) On September 5, 2018, Mustang II and the Issuer entered into a Convertible Notes Purchase Agreement pursuant to which the Issuer purchased \$200,000,000 principal amount of Convertible Notes from Mustang II for aggregate consideration of \$368,855,436.80. The number of shares of common stock of the Issuer ("Common Stock") underlying the \$200,000,000 principal amount of Convertible Notes sold to the Issuer was approximately 2,965,040, based on the current conversion rate of 14.8252 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes, as calculated pursuant to the terms of the Indenture.

- (4) Pursuant to the terms of an investment agreement, dated as of August 4, 2015, the Convertible Notes became convertible by Mustang I and Mustang II on August 4, 2017, subject to certain exceptions.

- (5) The Convertible Notes mature on September 1, 2020, subject to earlier repurchase or conversion in accordance with their terms.

- (6) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, Common Stock or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through the delivery of shares of Common Stock and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes, based on the current conversion rate of 14.8252 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of the Indenture.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. Pursuant to Rule 16a-1

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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