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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

OR

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

For the transition period from _____ to _____

Commission file number 333 - 190354

CommScope Holding Company, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-4332098
(I.R.S. Employer
Identification No.)

1100 CommScope Place, SE
Hickory, North Carolina
(Address of principal executive offices)

28602
(Zip Code)

(828) 324-2200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 15, 2015 there were 189,419,449 shares of Common Stock outstanding.

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Form 10-Q
March 31, 2015
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CommScope Holding Company, Inc.
Condensed Consolidated Statements of Operations
and Comprehensive Income
(Unaudited - In thousands, except per share amounts)

	Three Months Ended March 31,	
	2015	2014
Net sales	\$825,400	\$935,036
Operating costs and expenses:		
Cost of sales	532,196	597,325
Selling, general and administrative	125,671	113,028
Research and development	27,736	31,870
Amortization of purchased intangible assets	44,786	44,298
Restructuring costs, net	1,871	1,980
Total operating costs and expenses	<u>732,260</u>	<u>788,501</u>
Operating income	93,140	146,535
Other income (expense), net	2,627	(3,195)
Interest expense	(36,329)	(42,280)
Interest income	1,029	1,104
Income before income taxes	60,467	102,164
Income tax expense	(20,991)	(37,677)
Net income	<u>\$ 39,476</u>	<u>\$ 64,487</u>
Earnings per share:		
Basic	\$ 0.21	\$ 0.35
Diluted	\$ 0.20	\$ 0.34
Weighted average shares outstanding:		
Basic	188,480	185,942
Diluted	193,137	190,922
Comprehensive income:		
Net income	\$ 39,476	\$ 64,487
Other comprehensive income (loss), net of tax:		
Foreign currency translation gain (loss)	(29,488)	1,627
Pension and other postretirement benefit activity	(1,587)	(1,551)
Available-for-sale securities	(2,989)	—
Total other comprehensive income (loss), net of tax	<u>(34,064)</u>	<u>76</u>
Total comprehensive income	<u>\$ 5,412</u>	<u>\$ 64,563</u>

See notes to unaudited condensed consolidated financial statements.

CommScope Holding Company, Inc.
Condensed Consolidated Balance Sheets
(Unaudited - In thousands, except share amounts)

	<u>March 31, 2015</u>	<u>December 31, 2014</u>
Assets		
Cash and cash equivalents	\$ 735,142	\$ 729,321
Accounts receivable, less allowance for doubtful accounts of \$8,410 and \$8,797, respectively	689,574	612,007
Inventories, net	353,060	367,185
Prepaid expenses and other current assets	65,152	67,875
Deferred income taxes	45,017	51,230
Total current assets	<u>1,887,945</u>	<u>1,827,618</u>
Property, plant and equipment, net of accumulated depreciation of \$213,355 and \$207,342, respectively	282,244	289,371
Goodwill	1,449,822	1,451,887
Other intangible assets, net	1,214,832	1,260,927
Other noncurrent assets	123,597	126,082
Total assets	<u>\$ 4,958,440</u>	<u>\$ 4,955,885</u>
Liabilities and Stockholders' Equity		
Accounts payable	\$ 234,032	\$ 177,806
Other accrued liabilities	236,385	289,006
Current portion of long-term debt	8,972	9,001
Total current liabilities	<u>479,389</u>	<u>475,813</u>
Long-term debt	2,697,173	2,698,724
Deferred income taxes	318,214	339,945
Pension and other postretirement benefit liabilities	23,211	29,478
Other noncurrent liabilities	101,099	104,306
Total liabilities	<u>3,619,086</u>	<u>3,648,266</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value: Authorized shares: 200,000,000; Issued and outstanding shares: None at March 31, 2015 or December 31, 2014	—	—
Common stock, \$.01 par value: Authorized shares: 1,300,000,000; Issued and outstanding shares: 189,409,474 and 187,831,389 at March 31, 2015 and December 31, 2014, respectively	1,904	1,888
Additional paid-in capital	2,167,740	2,141,433
Retained earnings (accumulated deficit)	(702,043)	(741,519)
Accumulated other comprehensive loss	(117,612)	(83,548)
Treasury stock, at cost: 961,566 shares at March 31, 2015 and December 31, 2014	(10,635)	(10,635)
Total stockholders' equity	<u>1,339,354</u>	<u>1,307,619</u>
Total liabilities and stockholders' equity	<u>\$ 4,958,440</u>	<u>\$ 4,955,885</u>

See notes to unaudited condensed consolidated financial statements.

CommScope Holding Company, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited - In thousands)

	Three Months Ended	
	March 31,	
	2015	2014
Operating Activities:		
Net income	\$ 39,476	\$ 64,487
Adjustments to reconcile net income to net cash generated by (used in) operating activities:		
Depreciation and amortization	59,454	59,461
Equity-based compensation	5,253	3,676
Deferred income taxes	(13,623)	7,343
Excess tax benefits from equity-based compensation	(10,414)	(1,542)
Changes in assets and liabilities:		
Accounts receivable	(95,317)	(101,793)
Inventories	5,792	(38,636)
Prepaid expenses and other assets	(1,134)	4,341
Accounts payable and other liabilities	12,682	(31,063)
Other	(929)	(1,763)
Net cash generated by (used in) operating activities	1,240	(35,489)
Investing Activities:		
Additions to property, plant and equipment	(8,213)	(6,675)
Proceeds from sale of property, plant and equipment	125	1,183
Other	2,633	46
Net cash used in investing activities	(5,455)	(5,446)
Financing Activities:		
Long-term debt repaid	(2,199)	(17,558)
Long-term debt proceeds	—	15,000
Proceeds from the issuance of common shares under equity-based compensation plans	11,999	1,957
Excess tax benefits from equity-based compensation	10,414	1,542
Net cash generated by financing activities	20,214	941
Effect of exchange rate changes on cash and cash equivalents	(10,178)	(1,138)
Change in cash and cash equivalents	5,821	(41,132)
Cash and cash equivalents, beginning of period	729,321	346,320
Cash and cash equivalents, end of period	<u>\$ 735,142</u>	<u>\$ 305,188</u>

See notes to unaudited condensed consolidated financial statements.

CommScope Holding Company, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited - In thousands, except share amounts)

	Three Months Ended	
	March 31,	
	2015	2014
Number of common shares outstanding:		
Balance at beginning of period	187,831,389	185,861,777
Issuance of shares under equity-based compensation plans	1,578,085	337,258
Balance at end of period	<u>189,409,474</u>	<u>186,199,035</u>
Common stock:		
Balance at beginning of period	\$ 1,888	\$ 1,868
Issuance of shares under equity-based compensation plans	16	4
Balance at end of period	<u>\$ 1,904</u>	<u>\$ 1,872</u>
Additional paid-in capital:		
Balance at beginning of period	\$ 2,141,433	\$ 2,101,350
Issuance of shares under equity-based compensation plans	11,983	1,953
Equity-based compensation	3,959	2,622
Tax benefit from shares issued under equity-based compensation plans	10,365	1,542
Balance at end of period	<u>\$ 2,167,740</u>	<u>\$ 2,107,467</u>
Retained earnings (accumulated deficit):		
Balance at beginning of period	\$ (741,519)	\$ (978,291)
Net income	39,476	64,487
Balance at end of period	<u>\$ (702,043)</u>	<u>\$ (913,804)</u>
Accumulated other comprehensive loss:		
Balance at beginning of period	\$ (83,548)	\$ (26,276)
Other comprehensive income (loss), net of tax	(34,064)	76
Balance at end of period	<u>\$ (117,612)</u>	<u>\$ (26,200)</u>
Treasury stock, at cost:		
Balance at beginning and end of period	<u>\$ (10,635)</u>	<u>\$ (10,635)</u>
Total stockholders' equity	<u>\$ 1,339,354</u>	<u>\$ 1,158,700</u>

See notes to unaudited condensed consolidated financial statements.

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

1. BACKGROUND AND BASIS OF PRESENTATION

Background

CommScope Holding Company, Inc., along with its direct and indirect subsidiaries (CommScope or the Company), is a global provider of essential infrastructure solutions for wireless, business enterprise and residential broadband networks. The Company's solutions and services for wired and wireless networks enable high-bandwidth data, video and voice applications. CommScope's global leadership position is built upon innovative technology, broad solution offerings, high-quality and cost-effective customer solutions and global manufacturing and distribution scale.

In January 2015, the Company announced an agreement to acquire TE Connectivity's Telecom, Enterprise and Wireless business, also referred to as Broadband Network Solutions (BNS), in an all-cash transaction valued at approximately \$3.0 billion. This business provides fiber optic connectivity for wireline and wireless networks and generated annual revenues of approximately \$1.9 billion in its fiscal year ended September 26, 2014. The acquisition is expected to be financed using a combination of cash on hand and approximately \$2.75 billion of additional net debt. The transaction is expected to close by the end of 2015, subject to consummation of contemplated financing, regulatory approvals and other customary closing conditions. For the three months ended March 31, 2015, transaction and integration costs of \$11.4 million, primarily related to the proposed acquisition, were included in selling, general and administrative expenses.

Basis of Presentation

The Condensed Consolidated Balance Sheet as of March 31, 2015, the Condensed Consolidated Statements of Operations and Comprehensive Income, Cash Flows and Stockholders' Equity for the three months ended March 31, 2015 and 2014 are unaudited and reflect all adjustments of a normal recurring nature that are, in the opinion of management, necessary for a fair presentation of the interim period financial statements. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) for interim financial information and are presented in accordance with the applicable requirements of Regulation S-X. Accordingly, these financial statements do not include all of the information and notes required by U.S. GAAP for complete financial statements. The significant accounting policies followed by the Company are set forth in Note 2 within the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 (the 2014 Annual Report). There were no changes in the Company's significant accounting policies during the three months ended March 31, 2015. In addition, the Company reaffirms the use of estimates in the preparation of the financial statements as set forth in the audited consolidated financial statements. These interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements.

Concentrations of Risk and Related Party Transactions

Net sales to Anixter International Inc. and its affiliates (Anixter) accounted for 13% and 11% of the Company's total net sales during the three months ended March 31, 2015 and 2014, respectively. Sales to Anixter primarily originate within the Enterprise segment. Other than Anixter, no other direct customer accounted for 10% or more of the Company's total net sales for the three months ended March 31, 2015 or 2014.

Accounts receivable from Anixter represented approximately 12% of accounts receivable as of March 31, 2015. Other than Anixter, no other direct customer accounted for more than 10% of the Company's accounts receivable as of March 31, 2015.

As of March 31, 2015, funds affiliated with The Carlyle Group owned 42.9% of the outstanding shares of CommScope.

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

Product Warranties

The Company recognizes a liability for the estimated claims that may be paid under its customer warranty agreements to remedy potential deficiencies of quality or performance of the Company's products. These product warranties extend over periods ranging from one to twenty-five years from the date of sale, depending upon the product subject to the warranty. The Company records a provision for estimated future warranty claims as cost of sales based upon the historical relationship of warranty claims to sales and specifically-identified warranty issues. The Company bases its estimates on assumptions that are believed to be reasonable under the circumstances and revises its estimates, as appropriate, when events or changes in circumstances indicate that revisions may be necessary. Such revisions may be material.

The following table summarizes the activity in the product warranty accrual, included in other accrued liabilities:

	Three Months Ended	
	March 31,	
	2015	2014
Product warranty accrual, beginning of period	\$17,054	\$24,838
Provision for warranty claims	1,542	2,269
Warranty claims paid	(3,230)	(4,169)
Product warranty accrual, end of period	<u>\$15,366</u>	<u>\$22,938</u>

Commitments and Contingencies

The Company is either a plaintiff or a defendant in pending legal matters in the normal course of business. Management believes none of these legal matters will have a material adverse effect on the Company's business or financial condition upon final disposition.

In addition, the Company is subject to various federal, state, local and foreign laws and regulations governing the use, discharge, disposal and remediation of hazardous materials. Compliance with current laws and regulations has not had, and is not expected to have, a materially adverse effect on the Company's financial condition or results of operations.

Asset Impairments

Property, plant and equipment and intangible assets with finite lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable, based on the undiscounted cash flows expected to be derived from the use and ultimate disposition of the assets. Assets identified as impaired are carried at estimated fair value. There were no asset impairments identified during the three months ended March 31, 2015 or 2014.

Income Taxes

The effective income tax rate of 34.7% for the three months ended March 31, 2015 was lower than the statutory rate of 35% primarily due to the impact of earnings in foreign jurisdictions that the Company does not plan to repatriate. Such earnings are generally taxed at rates lower than the U.S. statutory rate. In addition, the effective income tax rate was also affected by the provision for state income taxes as well as losses in certain jurisdictions where the Company did not recognize tax benefits due to the likelihood of them not being realizable.

The effective income tax rate of 36.9% for the three months ended March 31, 2014 was higher than the statutory rate of 35% primarily due to losses in certain jurisdictions where the Company did not recognize tax benefits due to the likelihood of them not being realizable, increases in valuation allowances on certain tax attributes, the provision for state income taxes and certain tax costs associated with repatriation of foreign earnings. These items were partially offset by benefits related to uncertain tax positions for which the statutes had lapsed and the \$5.4 million pretax reduction in the estimated fair value of contingent consideration payable, which is not subject to tax.

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is based on net income divided by the weighted average number of common shares outstanding plus the dilutive effect of potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding equity-based awards (stock options, performance share units and restricted stock units). Certain outstanding equity-based awards were not included in the computation of diluted earnings per share because the effect was either antidilutive or the performance conditions were not met (1.3 million shares and 3.0 million shares for the three months ended March 31, 2015 and 2014, respectively).

The following table presents the basis for the earnings per share computations:

	Three Months Ended	
	March 31,	
	2015	2014
Numerator:		
Net income for basic and diluted earnings per share	\$ 39,476	\$ 64,487
Denominator:		
Weighted average shares outstanding - basic	188,480	185,942
Dilutive effect of equity-based awards	4,657	4,980
Weighted average common shares outstanding - diluted	<u>193,137</u>	<u>190,922</u>
Earnings per share:		
Basic	\$ 0.21	\$ 0.35
Diluted	\$ 0.20	\$ 0.34

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The ASU requires that debt issuance costs related to a recognized debt liability be reported as a direct deduction from the carrying amount of that debt liability. The Company will be required to adopt this guidance as of January 1, 2016 and apply it retrospectively to all prior periods presented. Early adoption is permitted. The adoption of this accounting guidance will reduce the Company's other noncurrent assets and long-term debt by the amount of unamortized debt issuance costs. As of March 31, 2015 and December 31, 2014, this amount was \$40.7 million and \$43.2 million, respectively.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*. This guidance defines how companies report revenues from contracts with customers, and also requires enhanced disclosures. The Company will be required to adopt the standard as of January 1, 2017 and early adoption is not permitted. In April 2015, the FASB announced a proposal to defer the effective date by one year, with early adoption on the original effective date permitted. The Company has not determined the transition approach that will be utilized or estimated the impact of adopting the new accounting standard.

2. ACQUISITIONS**Alifabs Group**

In July 2014, the Company acquired two businesses of United Kingdom-based Alifabs Group (Alifabs) for \$48.8 million (\$46.7 million, net of cash acquired). Alifabs is a designer and supplier of enclosures, monopoles, smaller streetworks towers and tower solutions for the United Kingdom telecommunications, utility and energy markets. Sales of Alifabs products reflected in the Condensed Consolidated Statements of Operations and Comprehensive Income were \$11.2 million for the three months ended March 31, 2015.

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

The preliminary allocation of the purchase price, based on estimates of the fair values of assets acquired and liabilities assumed, is as follows (in millions):

Cash and cash equivalents	\$ 2.1
Other current assets	15.7
Identifiable intangible assets	26.9
Goodwill	15.3
Other noncurrent assets	0.6
Less: Liabilities assumed	(11.8)
Net acquisition cost	<u>\$ 48.8</u>

The goodwill arising from the purchase price allocation of the Alifabs acquisition is believed to result from the company's reputation in the marketplace and assembled workforce and is not expected to be deductible for income tax purposes.

As additional information is obtained, adjustments may be made to the preliminary purchase price allocation. The Company is still finalizing the estimated fair value of certain assets acquired and liabilities assumed.

Redwood Systems, Inc.

In July 2013, the Company acquired Redwood Systems, Inc. (Redwood), for an initial payment of \$9.8 million and contingent consideration payable in 2015 that had an estimated fair value of \$12.4 million as of the acquisition date. During the year ended December 31, 2014, the estimated fair value of the liability for contingent consideration was reduced to zero and no payments are expected to be made.

iTRACS Corporation

In March 2013, the Company acquired substantially all the assets and certain liabilities of iTRACS Corporation (iTRACS) for \$34.0 million. In March 2014, the Company reached an agreement with the former owners of iTRACS to adjust the purchase price by \$4.7 million and that amount was received by the Company in April 2014.

3. GOODWILL

The following table presents goodwill by reportable segment (in millions):

	<u>Wireless</u>	<u>Enterprise</u>	<u>Broadband</u>	<u>Total</u>
Goodwill, gross, as of December 31, 2014	\$ 833.1	\$ 653.8	\$ 86.3	\$1,573.2
Foreign exchange	(2.1)	—	—	(2.1)
Goodwill, gross, as of March 31, 2015	831.0	653.8	86.3	1,571.1
Accumulated impairment charges as of December 31, 2014 and March 31, 2015	(85.1)	—	(36.2)	(121.3)
Goodwill, net, as of March 31, 2015	<u>\$ 745.9</u>	<u>\$ 653.8</u>	<u>\$ 50.1</u>	<u>\$1,449.8</u>

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

4. SUPPLEMENTAL FINANCIAL STATEMENT INFORMATION**Inventories**

	<u>March 31, 2015</u>	<u>December 31, 2014</u>
Raw materials	\$ 91,073	\$ 90,486
Work in process	101,464	105,739
Finished goods	160,523	170,960
	<u>\$ 353,060</u>	<u>\$ 367,185</u>

Investments

The Company owns shares of Hydrogenics Corporation (Hydrogenics), a publicly traded company that supplies hydrogen generators and hydrogen-based power modules and fuel cells for various uses. These shares are accounted for as available-for-sale securities and are carried at fair value with changes in fair value recorded, net of tax, in other comprehensive income (loss). Investments are recorded in other noncurrent assets on the Condensed Consolidated Balance Sheets.

The following table presents information related to the Company's investment in Hydrogenics:

	<u>March 31, 2015</u>	<u>December 31, 2014</u>
Shares owned	1,362	1,534
Cost basis	\$ 1,020	\$ 1,150
Fair value	\$ 15,427	\$ 20,392
Pretax unrealized gain in accumulated other comprehensive income	\$ 14,407	\$ 19,242

The following table provides information related to the sale of shares in Hydrogenics:

	<u>Three Months Ended</u> <u>March 31,</u>	
	<u>2015</u>	<u>2014</u>
Shares sold	172	—
Proceeds received	\$ 2,493	\$ —
Pretax gain realized	\$ 2,363	\$ —

Gains on the sale of available-for-sale securities have been determined using the average cost method and are recorded in other income (expense), net on the Condensed Consolidated Statements of Operations and Comprehensive Income.

Other Accrued Liabilities

	<u>March 31, 2015</u>	<u>December 31, 2014</u>
Compensation and employee benefit liabilities	\$ 60,075	\$ 122,291
Deferred revenue	23,932	25,888
Product warranty accrual	15,366	17,054
Accrued interest	35,041	8,952
Restructuring reserve	5,019	5,657
Income taxes payable	19,021	35,302
Accrued professional fees	11,864	7,147
Other	66,067	66,715
	<u>\$ 236,385</u>	<u>\$ 289,006</u>

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

Accumulated Other Comprehensive Loss

The following table presents changes in accumulated other comprehensive income (AOCI), net of tax, and accumulated other comprehensive loss (AOCL), net of tax:

	Three Months Ended March 31,	
	2015	2014
<u>Foreign currency translation</u>		
AOCL balance, beginning of period	\$ (80,483)	\$(29,072)
Other comprehensive income (loss)	(29,366)	1,727
Amounts reclassified from AOCL	(122)	(100)
AOCL balance, end of period	<u>\$(109,971)</u>	<u>\$(27,445)</u>
<u>Pension and other postretirement benefit activity</u>		
AOCI (AOCL) balance, beginning of period	\$ (14,957)	\$ 2,796
Amounts reclassified from AOCI (AOCL)	(1,587)	(1,551)
AOCI (AOCL) balance, end of period	<u>\$ (16,544)</u>	<u>\$ 1,245</u>
<u>Available-for-sale securities</u>		
AOCI balance, beginning of period	\$ 11,892	\$ —
Other comprehensive loss	(1,528)	—
Amounts reclassified from AOCI	(1,461)	—
AOCI balance, end of period	<u>\$ 8,903</u>	<u>\$ —</u>
Net AOCL, end of period	<u><u>\$(117,612)</u></u>	<u><u>\$(26,200)</u></u>

Amounts reclassified from net AOCL related to foreign currency translation and available-for-sale securities are recorded in other income (expense), net in the Condensed Consolidated Statements of Operations and Comprehensive Income. Defined benefit plan amounts reclassified from net AOCL are included in the computation of net periodic benefit income and are primarily recorded in cost of sales and selling, general and administrative expenses in the Condensed Consolidated Statements of Operations and Comprehensive Income.

Cash Flow Information

	Three Months Ended March 31,	
	2015	2014
Cash paid during the period for:		
Income taxes, net of refunds	\$34,075	\$15,595
Interest	\$ 7,272	\$52,341

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

5. FINANCING

	March 31, 2015	December 31, 2014
5.00% senior notes due June 2021	\$ 650,000	\$ 650,000
5.50% senior notes due June 2024	650,000	650,000
Senior secured term loan due January 2017	344,750	345,625
Senior secured term loan due January 2018	517,125	518,438
Senior PIK toggle notes due June 2020	550,000	550,000
Senior secured revolving credit facility expires January 2017	—	—
Other	361	408
	<u>\$ 2,712,236</u>	<u>\$ 2,714,471</u>
Less: Original issue discount, net of amortization	(6,091)	(6,746)
Less: Current portion	(8,972)	(9,001)
	<u>\$ 2,697,173</u>	<u>\$ 2,698,724</u>

See Note 6 in the Notes to Consolidated Financial Statements in the 2014 Annual Report for additional information on the terms and conditions of the 5.00% senior notes (the 2021 Notes), the 5.50% senior notes (the 2024 Notes and together with the 2021 Notes, the senior notes), the senior secured credit facilities and the 6.625%/7.375% senior payment-in-kind toggle notes (the senior PIK toggle notes).

Senior Secured Credit Facilities

During the three months ended March 31, 2015, the Company repaid \$2.2 million of its senior secured term loans. No portion of the senior secured term loans was reflected as a current portion of long-term debt as of March 31, 2015 related to the potentially required excess cash flow payment because the amount that may be payable in 2016, if any, cannot currently be reliably estimated. There was no excess cash flow payment required in 2015 related to 2014.

During the three months ended March 31, 2015, the Company did not borrow under its revolving credit facility. As of March 31, 2015, the Company had availability of approximately \$283.9 million under the asset-based revolving credit facility, after giving effect to borrowing base limitations and outstanding letters of credit.

Other Matters

The Company's non-guarantor subsidiaries held approximately \$1,092 million, or 22%, of total assets and approximately \$265 million, or 7%, of total liabilities as of March 31, 2015 and accounted for approximately \$375 million, or 45%, of net sales for the three months ended March 31, 2015. As of December 31, 2014, the non-guarantor subsidiaries held approximately \$1,089 million, or 22%, of total assets and approximately \$282 million, or 8%, of total liabilities. For the three months ended March 31, 2014, the non-guarantor subsidiaries accounted for approximately \$320 million, or 34%, of net sales. All amounts presented exclude intercompany balances.

CommScope, Inc., a subsidiary of the Company, is the issuer of the senior notes. The reported balance sheet and income statement amounts for CommScope, Inc. are substantially identical to those of the Company other than interest expense for CommScope, Inc. for the three months ended March 31, 2015 and 2014 which does not reflect the interest expense incurred in connection with the senior PIK toggle notes, which was \$9.5 million for both periods (\$6.1 million net of tax). Total debt for CommScope, Inc. as of March 31, 2015 was \$2,156.1 million, which does not include the senior PIK toggle notes.

The weighted average effective interest rate on outstanding borrowings, including the amortization of debt issuance costs and original issue discount, was 5.38% at both March 31, 2015 and December 31, 2014.

6. DERIVATIVES AND HEDGING ACTIVITIES

The Company uses forward contracts to hedge a portion of its exposure to balances denominated in currencies other than the functional currency of various subsidiaries and to manage exposure to certain planned foreign currency expenditures in order to mitigate the impact of changes in exchange rates. As of March 31, 2015, the Company had foreign exchange contracts with maturities of up to nine months with an aggregate notional value of \$318 million (based on exchange rates as of March 31, 2015). Unrealized gains and losses resulting from these contracts are recognized in

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
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other income (expense), net and partially offset corresponding foreign exchange gains and losses on the balances being hedged. These instruments are not held for speculative or trading purposes. These contracts are not designated as hedges for hedge accounting and are marked to market each period through earnings.

The following table presents the balance sheet location and fair value of the Company's derivatives:

	Balance Sheet Location	Fair Value of Asset (Liability)	
		March 31, 2015	December 31, 2014
Foreign currency contracts	Prepaid expenses and other current assets	\$ 2,323	\$ 1,165
Foreign currency contracts	Other accrued liabilities	(2,575)	(3,584)
Total derivatives not designated as hedging instruments		<u>\$ (252)</u>	<u>\$ (2,419)</u>

The pretax impact of these foreign currency forward contracts on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) is as follows:

Foreign Currency Forward Contracts	Location of Gain (Loss)	Gain (Loss) Recognized
Three Months Ended March 31, 2015	Other income (expense), net	\$ (4,800)
Three Months Ended March 31, 2014	Other income (expense), net	\$ (3,032)

7. FAIR VALUE MEASUREMENTS

The Company's financial instruments consist primarily of cash and cash equivalents, trade receivables, trade payables, available-for-sale securities, debt instruments and foreign currency contracts. For cash and cash equivalents, trade receivables and trade payables, the carrying amounts of these financial instruments as of March 31, 2015 and December 31, 2014 were considered representative of their fair values due to their short terms to maturity. The fair value of the Company's available-for-sale securities is based on quoted market prices. The fair values of the Company's debt instruments and foreign currency contracts were based on indicative quotes.

Fair value measurements using quoted prices in active markets for identical assets and liabilities fall within Level 1 of the fair value hierarchy, measurements using significant other observable inputs fall within Level 2, and measurements using significant unobservable inputs fall within Level 3.

The carrying amounts, estimated fair values and valuation input levels of the Company's available-for-sale securities, foreign currency contracts, senior notes, senior secured term loans and senior PIK toggle notes as of March 31, 2015 and December 31, 2014, are as follows:

	March 31, 2015		December 31, 2014		Valuation Inputs
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
Assets:					
Available-for-sale securities	\$ 15,427	\$ 15,427	\$ 20,392	\$ 20,392	Level 1
Foreign currency contracts	2,323	2,323	1,165	1,165	Level 2
Liabilities:					
5.00% senior notes due 2021	650,000	649,220	650,000	643,500	Level 2
5.50% senior notes due 2024	650,000	649,220	650,000	640,250	Level 2
Senior secured term loans due 2017, at par	344,750	344,535	345,625	342,169	Level 2
Senior secured term loans due 2018, at par	517,125	517,435	518,438	513,254	Level 2
Senior PIK toggle notes due 2020	550,000	565,125	550,000	566,500	Level 2
Foreign currency contracts	2,575	2,575	3,584	3,584	Level 2

These fair value estimates are based on pertinent information available to management as of the date made. Although management is not aware of any factors that would significantly affect these fair value estimates, such amounts have not been comprehensively revalued for purposes of these financial statements since those dates and current estimates of fair value may differ significantly from the amounts presented.

CommScope Holding Company, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(In thousands, unless otherwise noted)

8. SEGMENTS AND GEOGRAPHIC INFORMATION

The Company's three reportable segments, which align with the manner in which the business is managed, are Wireless, Enterprise and Broadband.

The Wireless segment provides merchant radio frequency (RF) wireless network connectivity solutions and small cell distributed antenna systems (DAS) solutions. These solutions, marketed primarily under the Andrew brand, enable wireless operators to deploy both cell sites and small cell DAS solutions to meet 2G, 3G and 4G cellular coverage and capacity requirements. Macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Metro cell solutions can be found outdoors on street poles and on other urban structures and include RF delivery, equipment housing and concealment solutions. These fully integrated outdoor systems consist of specialized antennas, filters/combiners, backhaul solutions, intra-system cabling and power distribution systems, all minimized to fit an urban environment. The small cell DAS solutions are composed of distributed antenna systems that allow wireless operators to extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

The Enterprise segment provides connectivity and network intelligence for commercial buildings and data centers. These solutions include optical fiber and twisted pair structured cabling applications, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

The Broadband segment consists of cable and communications equipment that support the multi-channel video, voice and high-speed data services provided by cable operators. The segment's products include coaxial and fiber-optic cables, fiber-to-the-home equipment, amplifiers, splitters, conduit and headend solutions for the network core.

The following table provides summary financial information by reportable segment (in millions):

	March 31, 2015	December 31, 2014
Identifiable segment-related assets:		
Wireless	\$ 2,388.5	\$ 2,370.4
Enterprise	1,398.6	1,401.9
Broadband	339.0	352.1
Total identifiable segment-related assets	4,126.1	4,124.4
Reconciliation to total assets:		
Cash and cash equivalents	735.1	729.3
Deferred income tax assets	56.5	59.0
Debt issuance costs	40.7	43.2
Total assets	\$ 4,958.4	\$ 4,955.9

CommScope Holding Company, Inc.
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(In thousands, unless otherwise noted)

The following table provides net sales, operating income, depreciation and amortization by reportable segment (in millions):

	Three Months Ended	
	March 31,	
	2015	2014
Net sales:		
Wireless	\$ 496.3	\$ 627.2
Enterprise	211.3	201.5
Broadband	118.0	107.5
Inter-segment eliminations	(0.2)	(1.2)
Consolidated net sales	<u>\$ 825.4</u>	<u>\$ 935.0</u>
Operating income:		
Wireless (1)	\$ 64.4	\$ 127.6
Enterprise (2)	26.9	22.6
Broadband (3)	1.8	(3.7)
Consolidated operating income	<u>\$ 93.1</u>	<u>\$ 146.5</u>
Depreciation:		
Wireless	\$ 7.2	\$ 7.0
Enterprise	2.6	2.7
Broadband	1.8	2.0
Consolidated depreciation	<u>\$ 11.6</u>	<u>\$ 11.7</u>
Amortization (4):		
Wireless	\$ 23.1	\$ 22.5
Enterprise	17.4	17.4
Broadband	4.3	4.4
Consolidated amortization	<u>\$ 44.8</u>	<u>\$ 44.3</u>

- (1) Operating income for the three months ended March 31, 2015 and 2014 includes transaction and integration costs of \$6.0 million and \$0.6 million, respectively.
- (2) Operating income for the three months ended March 31, 2015 and 2014 includes transaction and integration costs of \$3.0 million and \$0.2 million, respectively. Operating income for the three months ended March 31, 2014 includes a gain of \$5.4 million, from adjustments to the estimated fair value of contingent consideration related to the Redwood acquisition.
- (3) Operating income for the three months ended March 31, 2015 and 2014 includes transaction and integration costs of \$2.4 million and \$0.1 million, respectively.
- (4) Excludes amortization of debt issuance costs and original issue discount.

Sales to customers located outside of the United States comprised 53.6% and 39.8% of total net sales for the three months ended March 31, 2015 and 2014, respectively. Sales by geographic region, based on the destination of product shipments, were as follows (in millions):

	Three Months Ended	
	March 31,	
	2015	2014
United States	\$ 383.1	\$ 562.9
Europe, Middle East and Africa	158.9	169.6
Asia Pacific	189.9	128.9
Central and Latin America	66.7	58.4
Canada	26.8	15.2
Consolidated net sales	<u>\$ 825.4</u>	<u>\$ 935.0</u>

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(In thousands, unless otherwise noted)

9. RESTRUCTURING COSTS

The Company has initiated restructuring actions to realign and lower its cost structure primarily through workforce reductions and other cost reduction initiatives at various facilities, including the cessation of manufacturing operations at the Joliet, Illinois; Statesville, North Carolina; and Guangzhou, China facilities. Much of the production capacity from these facilities has been shifted to other existing facilities or unaffiliated suppliers.

The Company's net pretax restructuring charges, by segment, were as follows:

	Three Months Ended	
	March 31,	
	2015	2014
Wireless	\$ 1,761	\$ 1,238
Enterprise	37	214
Broadband	73	528
Total	<u>\$ 1,871</u>	<u>\$ 1,980</u>

The activity within the liability established for these restructuring actions was as follows:

	Employee- Related Costs	Lease Termination Costs	Fixed Asset Related Costs	Total
Balance as of December 31, 2014	\$ 3,822	\$ 8,243	\$ —	\$12,065
Additional charge recorded	1,544	165	162	1,871
Cash paid	(1,939)	(596)	(162)	(2,697)
Foreign exchange and other non-cash items	(103)	—	—	(103)
Balance as of March 31, 2015	<u>\$ 3,324</u>	<u>\$ 7,812</u>	<u>\$ —</u>	<u>\$11,136</u>
Balance sheet classification as of March 31, 2015:				
Other accrued liabilities	\$ 3,324	\$ 1,695	\$ —	\$ 5,019
Other noncurrent liabilities	—	6,117	—	6,117
Total liability	<u>\$ 3,324</u>	<u>\$ 7,812</u>	<u>\$ —</u>	<u>\$11,136</u>

Employee-related costs include the expected severance costs and related benefits as well as one-time severance benefits that are accrued over the remaining period employees are required to work in order to receive such benefits.

Lease termination costs relate to the discounted cost of unused leased facilities, net of anticipated sub-rental income.

Fixed asset related costs include non-cash impairments or disposals of fixed assets associated with restructuring actions in addition to the cash costs to uninstall, pack, ship and reinstall manufacturing equipment and the costs to prepare the receiving facility to accommodate relocated equipment. These costs are expensed as incurred. Cash paid is net of proceeds received from the sale of related assets.

As a result of restructuring and consolidation actions, the Company owns unutilized real estate at various facilities in the U.S. and internationally. The Company is attempting to sell or lease this unutilized space. Additional impairment charges may be incurred related to these or other excess assets.

Additional pretax costs of approximately \$1.0 million to \$2.0 million are expected to complete these initiatives. Cash payments of approximately \$4.0 million to \$5.0 million are expected to be paid by the end of 2015 with additional payments of \$8.0 million to \$9.0 million to be paid between 2016 and 2022. Additional restructuring actions may be taken and the resulting charges and cash requirements could be material.

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(In thousands, unless otherwise noted)

10. EMPLOYEE BENEFIT PLANS

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>Three Months Ended</u>		<u>Three Months Ended</u>	
	<u>March 31,</u>		<u>March 31,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Service cost	\$ 107	\$ 114	\$ 7	\$ 24
Interest cost	2,938	3,335	161	225
Recognized actuarial loss (gain)	170	71	(283)	(84)
Amortization of prior service credits	—	—	(2,457)	(2,494)
Expected return on plan assets	(3,477)	(3,814)	—	—
Net periodic benefit income	<u>\$ (262)</u>	<u>\$ (294)</u>	<u>\$ (2,572)</u>	<u>\$ (2,329)</u>

The Company contributed \$6.8 million to its pension and other postretirement benefit plans during the three months ended March 31, 2015. During the remainder of 2015, the Company anticipates making additional contributions of approximately \$10.3 million to these plans.

11. STOCKHOLDERS' EQUITY

Equity-Based Compensation Plans

As of March 31, 2015, \$44.9 million of total unrecognized compensation costs related to non-vested stock options, restricted stock unit awards (RSUs), performance share units (PSUs) and share unit awards are expected to be recognized over a remaining weighted average period of 1.9 years. Although the share unit awards may, at the Company's discretion, be settled in stock, they have historically been settled in cash and are accounted for as liability awards. There were no significant capitalized equity-based compensation costs at March 31, 2015.

Stock Options

Stock options are awards that allow the recipient to purchase shares of the Company's common stock at a fixed price. Stock options are granted at an exercise price equal to the Company's stock price at the date of grant. These awards generally vest over one to five years following the grant date and have a contractual term of ten years.

The following table summarizes the stock option activity (in thousands, except per share amounts):

	<u>Shares</u>	<u>Weighted Average</u> <u>Option Exercise Price</u> <u>Per Share</u>	<u>Weighted Average</u> <u>Grant Date Fair</u> <u>Value Per Share</u>	<u>Aggregate</u> <u>Intrinsic Value</u>
Outstanding as of December 31, 2014	10,411	\$ 7.32		
Granted	292	\$ 30.76	\$ 13.25	
Exercised	(1,575)	\$ 7.64		\$ 34,624
Forfeited	(15)	\$ 23.00		
Outstanding as of March 31, 2015	<u>9,113</u>	\$ 7.99		\$ 187,935
Exercisable at March 31, 2015	7,319	\$ 7.53		\$ 153,764
Expected to vest	1,790	\$ 9.83		\$ 34,132

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The exercise prices of outstanding options at March 31, 2015 were in the following ranges:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares (in thousands)	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price Per Share	Shares (in thousands)	Weighted Average Exercise Price Per Share
\$2.96 to \$5.35	821	3.0	\$ 3.66	821	\$ 3.66
\$5.36 to \$5.67	837	6.8	\$ 5.57	499	\$ 5.57
\$5.68 to \$8.54	5,005	5.8	\$ 5.74	3,849	\$ 5.74
\$8.55 to \$8.90	1,548	5.0	\$ 8.65	1,548	\$ 8.65
\$8.91 to \$23.00	602	8.9	\$ 23.00	602	\$ 23.00
\$23.01 to \$30.76	300	9.9	\$ 30.55	—	\$ —
\$2.96 to \$30.76	<u>9,113</u>	5.9	\$ 7.99	<u>7,319</u>	\$ 7.53

The Company uses the Black-Scholes model to estimate the fair value of stock option awards. Key input assumptions used in the model include the grant date fair value of common stock, exercise price of the award, the expected option term, stock price volatility, the risk-free interest rate and the Company's projected dividend yield. The Company believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in estimating the fair values of its stock options. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards. Subsequent events are not indicative of the reasonableness of the original estimates of fair value made by the Company. The following table presents the weighted average assumptions used to estimate the fair value of stock option awards granted.

	Three Months Ended March 31,	
	2015	2014
Expected option term (in years)	6.0	5.0
Risk-free interest rate	1.6%	1.5%
Expected volatility	43.0%	45.0%
Expected dividend yield	— %	— %
Weighted average exercise price	\$30.76	\$ 23.00
Weighted average fair value at grant date	\$13.25	\$ 9.40

Performance Share Units

PSUs are stock awards in which the number of shares ultimately received by the employee depends on Company performance against specified targets. Such awards vest and shares are issued over three years if the performance targets are met. The fair value of each PSU is determined on the date of grant, based on the Company's stock price. Over the performance period, the number of shares that are expected to be issued is adjusted upward or downward based upon the probable achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized will be based on the final performance metrics compared to the targets specified in the grants.

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The following table summarizes the PSU activity (in thousands, except per share data):

	<u>Performance Share Units</u>	<u>Weighted Average Grant Date Fair Value Per Share</u>
Outstanding and non-vested as of December 31, 2014	—	\$ —
Granted	184	\$ 30.76
Forfeited	—	—
Outstanding and non-vested as of March 31, 2015	<u>184</u>	\$ 30.76

Restricted Stock Units

RSUs entitle the holder to shares of common stock after a one to three-year vesting period. The fair value of the awards is determined on the grant date based on the Company's stock price.

The following table summarizes the RSU activity (in thousands, except per share data):

	<u>Restricted Stock Units</u>	<u>Weighted Average Grant Date Fair Value Per Share</u>
Outstanding and non-vested as of December 31, 2014	372	\$ 22.99
Granted	980	\$ 30.76
Vested and shares issued	(3)	\$ 18.25
Forfeited	<u>(14)</u>	\$ 25.00
Outstanding and non-vested as of March 31, 2015	<u>1,335</u>	\$ 28.68

Other

Share unit award expense of \$1.3 million and \$1.1 million for the three months ended March 31, 2015 and 2014, respectively, is included in equity-based compensation as an adjustment to reconcile net income to net cash generated by (used in) operating activities on the Condensed Consolidated Statements of Cash Flows.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following narrative is an analysis of the three months ended March 31, 2015 compared to the three months ended March 31, 2014. The discussion is provided to increase the understanding of, and should be read in conjunction with, the unaudited condensed consolidated financial statements and accompanying notes included in this document as well as the audited consolidated financial statements, related notes thereto and management's discussion and analysis of financial condition and results of operations, including management's discussion and analysis regarding the application of critical accounting policies as well as the risk factors, included in our 2014 Annual Report on Form 10-K.

We discuss certain financial measures in Management's Discussion and Analysis of Financial Condition and Results of Operations, including Adjusted Operating Income and Adjusted EBTIDA, that differ from measures calculated in accordance with generally accepted accounting principles in the United States (GAAP). See "Reconciliation of Non-GAAP Measures" included elsewhere in this quarterly report for more information about these non-GAAP financial measures, including our reasons for including the measures and material limitations with respect to the usefulness of the measures.

Overview

We are a global provider of essential infrastructure solutions for wireless, business enterprise and residential broadband networks. Our solutions and services for wired and wireless networks enable high-bandwidth data, video and voice applications. Our global position is built upon innovative technology, broad solution offerings, high-quality and cost-effective customer solutions and global manufacturing and distribution scale.

In January 2015, we announced that we agreed to acquire TE Connectivity's Broadband Network Solutions (BNS) business in an all-cash transaction valued at approximately \$3.0 billion. The BNS business provides fiber optic connectivity for wireline and wireless networks and generated annual revenues of approximately \$1.9 billion in its fiscal year ended September 26, 2014. The transaction is expected to accelerate our strategy to drive profitable growth by expanding our business into attractive adjacent markets and to broaden our position as a leading communications infrastructure provider. In addition, the proposed acquisition will provide greater geographic and business diversity. The acquisition is expected to be financed using a combination of cash on hand and approximately \$2.75 billion of additional net debt. The transaction is expected to close by the end of 2015, subject to consummation of contemplated financing, regulatory approvals and other customary closing conditions. During the three months ended March 31, 2015, we recognized \$11.4 million of transaction and integration costs, primarily related to the proposed acquisition. We expect to incur additional transaction and integration costs prior to and following the closing of the acquisition and such costs may be material.

CRITICAL ACCOUNTING POLICIES

There have been no changes in our critical accounting policies or significant accounting estimates as disclosed in our 2014 Annual Report on Form 10-K.

COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2015 WITH THE THREE MONTHS ENDED MARCH 31, 2014

	2015		2014		Dollar Change	% Change
	Amount	% of Net Sales	Amount	% of Net Sales		
	(dollars in millions, except per share amounts)					
Net sales	\$825.4	100.0%	\$935.0	100.0%	\$(109.6)	(11.7)%
Gross profit	293.2	35.5	337.7	36.1	(44.5)	(13.2)
Operating income	93.1	11.3	146.5	15.7	(53.4)	(36.5)
Non-GAAP adjusted operating income (1)	156.5	19.0	192.0	20.5	(35.5)	(18.5)
Net income	\$ 39.5	4.8%	\$ 64.5	6.9%	\$ (25.0)	(38.8)%
Diluted earnings per share	\$ 0.20		\$ 0.34			

(1) See "Reconciliation of Non-GAAP Measures."

Net sales

	Three Months Ended March 31,		Change	
	2015	2014	\$	%
	(dollars in millions)			
Net sales	\$ 825.4	\$ 935.0	\$(109.6)	(11.7)%
Domestic net sales	383.1	562.9	(179.8)	(31.9)
International net sales	442.3	372.1	70.2	18.9

The decrease in net sales for the three months ended March 31, 2015 compared to the corresponding prior year period was attributable to lower net sales in the United States primarily as a result of decreased spending by certain domestic wireless operators. Net sales in the Asia Pacific (APAC) region and the Central and Latin America (CALA) region increased for the three months ended March 31, 2015 compared to the prior year period while net sales in the Europe, Middle East and Africa (EMEA) region were slightly lower in the current period. Net sales to customers located outside of the United States comprised 53.6% and 39.8% of total net sales for the three months ended March 31, 2015 and 2014, respectively. Foreign exchange rate changes had a negative impact of approximately 3% on net sales for the three months ended March 31, 2015 compared to the same 2014 period.

From a segment perspective, the year-over-year decrease in net sales for the three months ended March 31, 2015 was due to lower net sales in our Wireless segment, partially offset by higher net sales in our Broadband and Enterprise segments. For further details by segment, see the section titled “Segment Results” below.

Gross profit, SG&A expense and R&D expense

	Three Months Ended March 31,		Change	
	2015	2014	\$	%
	(dollars in millions)			
Gross profit	\$293.2	\$ 337.7	\$(44.5)	(13.2)%
Gross margin percent	35.5%	36.1%		
SG&A expense	125.7	113.0	12.7	11.2
As a percent of sales	15.2%	12.1%		
R&D expense	27.7	31.9	(4.2)	(13.2)
As a percent of sales	3.4%	3.4%		

Gross profit (net sales less cost of sales)

The decrease in gross profit for the three months ended March 31, 2015 compared to the prior year period was primarily due to lower sales volumes. The decrease in gross profit margin reflected less favorable absorption due to the lower sales volumes and unfavorable changes in geographic and product mix, partially offset by the benefit of cost reduction initiatives.

Selling, general and administrative expense

Selling, general and administrative (SG&A) expense for the three months ended March 31, 2015 increased compared to the prior year period primarily due to a \$10.5 million increase in transaction and integration costs mainly resulting from the proposed acquisition of TE Connectivity’s BNS business. In addition, we recorded a \$5.4 million reduction in SG&A expense in the three months ended March 31, 2014 resulting from an adjustment to the estimated fair value of contingent consideration payable related to a 2013 acquisition. Excluding these items, SG&A expense was \$3.2 million lower in the first quarter of 2015 as compared to the first quarter of 2014, primarily due to a decrease in cash incentive compensation expense.

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Research and development

Research and development (R&D) expense decreased for the three months ended March 31, 2015 compared to the prior year period primarily as a result of benefits from cost savings initiatives in the Broadband and Wireless segments and lower cash incentive compensation expense in the current year. Although R&D expense was lower in the current year period, R&D expense as a percentage of net sales was unchanged as a result of the decrease in net sales. R&D activities generally relate to ensuring that our products are capable of meeting the evolving technological needs of our customers, bringing new products to market and modifying existing products to better serve our customers.

Amortization of purchased intangible assets and Restructuring costs

	Three Months Ended March 31,		Change	
	2015	2014	\$	%
	(dollars in millions)			
Amortization of purchased intangible assets	\$ 44.8	\$ 44.3	\$ 0.5	1.1%
Restructuring costs, net	1.9	2.0	(0.1)	(5.0)

Amortization of purchased intangible assets

The amortization of purchased intangible assets was higher in the three months ended March 31, 2015 compared to the prior year period due to the additional amortization resulting from the July 2014 acquisition of two businesses of United Kingdom-based Alifabs Group (Alifabs).

Restructuring costs

We recognized restructuring costs of \$1.9 million during the three months ended March 31, 2015 compared with \$2.0 million during the three months ended March 31, 2014. These restructuring costs were primarily related to our continued efforts to realign and lower our overall cost structure.

We expect to incur additional pretax costs of \$1.0 million to \$2.0 million to complete actions announced to date. Additional restructuring actions may be identified and resulting charges and cash requirements could be material.

Net interest expense, Other income (expense), net and Income taxes

	Three Months Ended March 31,		Change	
	2015	2014	\$	%
	(dollars in millions)			
Net interest expense	\$ (35.3)	\$ (41.2)	\$ 5.9	(14.3)%
Other income (expense), net	2.6	(3.2)	5.8	NM
Income tax expense	(21.0)	(37.7)	16.7	(44.3)

NM – Not meaningful.

Net interest expense

The reduction in net interest expense for the three months ended March 31, 2015 as compared to the prior year period was due to changes in the composition of our long-term debt. In May 2014, we issued \$1.3 billion of new senior notes and used substantially all of the net proceeds to redeem \$1.1 billion of 8.25% senior notes that were due in 2019. The 2014 debt issuance and redemption resulted in a \$6.0 million decrease in interest expense in the three months ended March 31, 2015 compared to the prior year period.

Our weighted average effective interest rate on outstanding borrowings, including the amortization of debt issuance costs and original issue discount, was 5.38% as of March 31, 2015 and December 31, 2014 and 6.73% as of March 31, 2014.

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Other income (expense), net

Foreign exchange gains of \$0.2 million were included in other income (expense), net for the three months ended March 31, 2015 compared to a loss of \$2.3 million for the three months ended March 31, 2014.

During the three months ended March 31, 2015, we sold a portion of our investment in Hydrogenics that resulted in pretax gains of \$2.4 million which were recorded in other income (expense), net. Other income (expense), net for the three months ended March 31, 2014 included our share of losses in equity investments of \$0.6 million.

Income taxes

Our effective income tax rate of 34.7% for the three months ended March 31, 2015 was lower than the statutory rate of 35% primarily due to the impact of earnings in foreign jurisdictions that we do not plan to repatriate. Such earnings are generally taxed at rates lower than the U.S. statutory rate. In addition, the effective income tax rate was also affected by the provision for state income taxes as well as losses in certain jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable.

Our effective income tax rate of 36.9% for the first quarter of 2014 was higher than the statutory rate of 35% primarily due to losses in certain jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable, increases in valuation allowances on certain tax attributes, the provision for state income taxes and certain tax costs associated with repatriation of foreign earnings. These items were partially offset by benefits related to uncertain tax positions for which the statutes had lapsed and the \$5.4 million pretax reduction in the estimated fair value of contingent consideration payable, which is not subject to tax.

We expect to continue to provide U.S. taxes on a significant portion of our current year foreign earnings in anticipation that such earnings will be repatriated to the U.S.

Segment Results

	Three Months Ended March 31,				Dollar Change	% Change
	2015		2014			
	Amount	% of Net Sales	Amount	% of Net Sales		
	(dollars in millions)					
Net sales by segment:						
Wireless	\$496.3	60.1%	\$627.2	67.1%	\$(130.9)	(20.9)%
Enterprise	211.3	25.6	201.5	21.5	9.8	4.9
Broadband	118.0	14.3	107.5	11.5	10.5	9.8
Inter-segment eliminations	(0.2)	(0.0)	(1.2)	(0.0)	1.0	
Consolidated net sales	<u>\$825.4</u>	100.0%	<u>\$935.0</u>	100.0%	<u>\$(109.6)</u>	(11.7)%
Operating income by segment:						
Wireless	\$ 64.4	13.0%	\$127.6	20.3%	\$ (63.2)	(49.5)%
Enterprise	26.9	12.7	22.6	11.2	4.3	19.0
Broadband	1.8	1.5	(3.7)	(3.4)	5.5	NM
Consolidated operating income	<u>\$ 93.1</u>	11.3%	<u>\$146.5</u>	15.7%	<u>\$(53.4)</u>	(36.5)%
Non-GAAP adjusted operating income by segment ⁽¹⁾ :						
Wireless	\$ 98.1	19.8%	\$153.9	24.5%	\$ (55.8)	(36.3)%
Enterprise	49.0	23.2	36.1	17.9	12.9	35.7
Broadband	9.4	8.0	1.9	1.8	7.5	394.7
Non-GAAP consolidated adjusted operating income	<u>\$156.5</u>	19.0%	<u>\$192.0</u>	20.5%	<u>\$(35.4)</u>	(18.4)%

(1) See "Reconciliation of Non-GAAP Measures." Components may not sum to total due to rounding.

NM – Not meaningful

Wireless Segment

We provide merchant RF wireless network connectivity solutions and small cell DAS solutions. Our solutions, marketed primarily under the Andrew brand, enable wireless operators to deploy both cell sites and small cell DAS solutions to meet 2G, 3G and 4G cellular coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites, rooftops, and include base station antennas, microwave antennas, hybrid fiber-feeder cables, coaxial cables, connectors, amplifiers, filters and backup power solutions. Our metro cell solutions can be found outdoors on street poles and on other urban structures and include RF delivery, equipment housing and concealment. These fully integrated outdoor systems consist of specialized antennas, filters/combiners, backhaul solutions, intra-system cabling and power distribution, all minimized to fit an urban environment. Our small cell DAS solutions are composed of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

The Wireless segment experienced a substantial decrease in net sales for the three months ended March 31, 2015 compared to the prior year period, primarily as a result of lower sales in the U.S. due to a slowdown in spending by certain domestic wireless operators. This decrease was partially offset by higher net sales in the APAC and the CALA regions. The Alifabs acquisition provided incremental net sales to the Wireless segment of \$11.2 million during the three months ended March 31, 2015. Foreign exchange rate changes had a negative impact of approximately 4% on Wireless segment net sales for the three months ended March 31, 2015 compared to the prior year period.

Wireless segment operating income and non-GAAP adjusted operating income decreased substantially for the three months ended March 31, 2015 compared to the prior year period primarily due to the lower level of net sales.

Our sales to wireless operators can be volatile. While we continue to expect lower sales for our Wireless segment this year, we expect longer term demand for our Wireless products to be positively affected by wireless coverage and capacity expansion in emerging markets and growth in mobile data services (including 4G deployments) in developed markets. Uncertainty in the global economy or a particular region or consolidation among wireless operators may slow the growth or cause a decline in capital spending by wireless operators and negatively impact our net sales.

Enterprise Segment

We provide enterprise connectivity solutions for commercial buildings and data centers. We provide voice, video, data and converged solutions that support mission-critical, high-bandwidth applications including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions, sold primarily under the SYSTIMAX and Uniprise brands, include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

Enterprise segment net sales for the three months ended March 31, 2015 were higher in all major geographical regions than the prior year period. Foreign exchange rate changes had a negative impact of approximately 1% for the three months ended March 31, 2015 compared to the same period in 2014.

Enterprise segment operating income and non-GAAP adjusted operating income increased for the three months ended March 31, 2015 compared to the prior year period primarily due to higher net sales, lower materials costs and a favorable mix of products sold.

We expect near-term and long-term demand for Enterprise products to be driven by global information technology and data center spending as the ongoing need for bandwidth and intelligence in the network continues to create demand for high-performance structured connectivity solutions in the enterprise market. Uncertain global economic conditions, variability in the levels of commercial construction activity, uncertain levels of information technology spending and reductions in the levels of distributor inventories may negatively affect demand for our products.

Broadband Segment

We provide cable and communications products that support the multi-channel video, voice and high-speed data services provided by multi-system operators (MSOs). We believe we are the leading global manufacturer of coaxial cable for hybrid fiber coaxial networks globally and a leading supplier of fiber optic cable for North American MSOs.

Broadband segment net sales were higher for the three months ended March 31, 2015 compared to the prior year period primarily as a result of higher net sales in the U.S. and the CALA region. Foreign exchange rate changes had a negative impact of approximately 1% on Broadband segment net sales for the three months ended March 31, 2015 compared to the prior year period.

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Broadband segment operating income and non-GAAP adjusted operating income increased for the three months ended March 31, 2015 compared to the prior year period primarily as a result of higher net sales and the benefit of cost reduction initiatives.

We expect demand for Broadband products to continue to be influenced by ongoing maintenance requirements of cable networks, cable providers' competition with telecommunication service providers, consolidation in the broadband service provider market and activity in the residential construction market. Spending by our Broadband customers on maintaining and upgrading networks is expected to continue to be influenced by uncertain regional and global economic conditions.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes certain key measures of our liquidity and capital resources.

	<u>March 31, 2015</u>	<u>December 31, 2014</u>	<u>Dollar</u>	<u>%</u>
			<u>Change</u>	<u>Change</u>
		(dollars in millions)		
Cash and cash equivalents	\$ 735.1	\$ 729.3	\$ 5.8	0.8%
Working capital, (1) excluding cash and cash equivalents and current portion of long-term debt of \$9.0 million at March 31, 2015 and December 31, 2014	682.4	631.5	50.9	8.1
Availability under revolving credit facility	283.9	321.7	(37.8)	(11.8)
Long-term debt, including current portion	2,706.1	2,707.7	(1.6)	(0.1)
Total capitalization (2)	4,045.5	4,015.3	30.2	0.8
Long-term debt, including current portion, as a percentage of total capitalization	66.9%	67.4%		

(1) Working capital consisted of current assets of \$1,887.9 million less current liabilities of \$479.4 million as of March 31, 2015. Working capital consisted of current assets of \$1,827.6 million less current liabilities of \$475.8 million as of December 31, 2014.

(2) Total capitalization includes long-term debt, including the current portion, and stockholders' equity.

Our principal sources of liquidity on a short-term basis are cash and cash equivalents, cash flows provided by operations and availability under credit facilities. On a long-term basis, our potential sources of liquidity also include raising capital through the issuance of debt and/or equity. The primary uses of liquidity include funding working capital requirements (primarily inventory and accounts receivable, net of accounts payable and other accrued liabilities), debt service requirements (including voluntary debt payments), acquisitions, income tax obligations, capital expenditures, payment of certain restructuring costs, and funding pension and other postretirement obligations.

Cash and cash equivalents were relatively unchanged during the first three months of 2015, as strong operating performance and proceeds from stock option exercises were partially offset by capital expenditures, an increase in working capital and the negative impact of changes in foreign exchange rates. The increase in working capital, excluding cash and cash equivalents and current portion of long-term debt, is primarily due to higher accounts receivable and the payment of 2014 cash incentives. The net change in total capitalization during the three months ended March 31, 2015 primarily reflects current year earnings.

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Cash Flow Overview

	Three Months Ended March 31,		Dollar Change
	2015	2014	
	(dollars in millions)		
Net cash generated by (used in) operating activities	\$ 1.2	\$ (35.5)	\$ 36.7
Net cash used in investing activities	(5.5)	(5.4)	(0.1)
Net cash generated by financing activities	20.2	0.9	19.3

Operating Activities

During the three months ended March 31, 2015, we generated \$1.2 million of cash through operating activities compared to the use of \$35.5 million during the three months ended March 31, 2014. Although operating performance was lower in the current year period than in the prior year period, working capital requirements were also lower, resulting in higher cash generation in the current year period. Cash paid for interest was \$45.1 million lower in the three months ended March 31, 2015 than in the prior year period, as a result of a change in the timing of interest payments.

We expect to generate net cash from operating activities in 2015. Based on historical performance, the first quarter is generally the weakest cash generation quarter of the year.

Investing Activities

Investment in property, plant and equipment during the three months ended March 31, 2015 was \$8.2 million and primarily related to supporting improvements to manufacturing operations as well as investments in information technology (including software developed for internal use).

During the three months ended March 31, 2015, we received proceeds of \$2.5 million related to the sale of 0.2 million shares of our investment in Hydrogenics.

Financing Activities

During the three months ended March 31, 2015, we repaid \$2.2 million of our senior secured term loans. As of March 31, 2015, we had no outstanding borrowings under our \$400.0 million revolving credit facility and the remaining availability was approximately \$283.9 million, reflecting a borrowing base of \$301.0 million reduced by \$17.1 million of letters of credit issued under the revolving credit facility. During the first quarter of 2015, we received proceeds of \$12.0 million and recognized \$10.4 million of excess tax benefits related to the exercise of stock options.

During the three months ended March 31, 2014, we made a required payment of \$2.2 million under our senior secured term loans. We also borrowed and repaid \$15.0 million under our \$400.0 million revolving credit facility. During the first quarter of 2014, we received proceeds of \$2.0 million and recognized \$1.5 million of excess tax benefits related to the exercise of stock options.

Future Cash Needs

The proposed acquisition of TE Connectivity's BNS business for approximately \$3.0 billion is expected to close by the end of 2015 and be funded using a combination of cash on hand and approximately \$2.75 billion of additional net debt. We may fund some or all of the additional net debt prior to closing the acquisition, which could result in additional interest expense and cash paid for interest. In addition to the purchase price, we expect to incur financing costs and other transaction-related and integration costs that will require the use of cash on hand or borrowing under our revolving credit facility. If the acquisition is not completed, we may be required to pay a termination fee of \$210.0 million, interest associated with the new debt and other transaction costs.

We expect that our primary future cash needs will be debt service, funding working capital requirements, funding acquisitions, capital expenditures, paying certain restructuring costs, tax payments (including the cost of repatriation), and funding pension and other postretirement benefit obligations. We paid \$2.7 million of restructuring costs during the three months ended March 31, 2015 and expect to pay an additional \$4 million to \$5 million by the end of 2015 and

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\$8.0 million to \$9.0 million between 2016 and 2022 related to restructuring actions that have been initiated. Any future restructuring actions would likely require additional cash expenditures and such requirements may be material. As of March 31, 2015, we have an unfunded obligation related to pension and other postretirement benefits of \$23.4 million. We made contributions of \$6.8 million to our pension and other postretirement benefit plans during the three months ended March 31, 2015 and currently expect to make additional contributions of \$10.3 million during the balance of 2015. Contributions made during the three months ended March 31, 2015 include those required to comply with an agreement with the Pension Benefit Guaranty Corporation. We expect that our noncurrent employee benefit liabilities will be funded from existing cash balances and cash flow from future operations.

We may voluntarily repay existing debt or repurchase our senior notes or our senior PIK toggle notes, if market conditions are favorable and the applicable indenture and the senior secured credit facilities permit such repayment or repurchase.

Although there are no financial maintenance covenants under the terms of our senior notes or senior PIK toggle notes, there is a limitation, among other limitations, on certain future borrowings based on an adjusted leverage ratio or a fixed charge coverage ratio. These ratios are based on financial measures similar to Adjusted EBITDA as presented in this Quarterly Report on Form 10-Q (see Reconciliation of Non-GAAP Measures), which also give pro forma effect to certain events, including acquisitions, synergies and cost savings initiatives. For the twelve months ended March 31 2015, our pro forma Adjusted EBITDA, as measured pursuant to indentures governing our notes, was \$834.3 million, which included the impact of cost reduction initiatives and acquisitions (\$12.7 million) so that the impact of the initiatives and acquisitions are fully reflected in the twelve-month period used in the calculation of the ratios. In addition to limitations under these indentures, our senior secured credit facilities contain customary negative covenants. We believe we are in compliance with the covenants under our indentures and senior secured credit facilities at March 31, 2015.

As of March 31, 2015, approximately 30% of our cash and cash equivalents was held outside the United States. Income taxes have been provided on foreign earnings such that there would be no significant tax cost to repatriate the portion of this cash not required to meet operational needs. The cash tax requirements to repatriate existing funds may vary from year to year.

We believe that our existing cash, cash equivalents and cash flows from operations, combined with availability under our revolving credit facility, together with deal-specific financing for large acquisitions such as the proposed acquisition of TE Connectivity's BNS business, will be sufficient to meet our presently anticipated future cash needs. We may, from time to time, increase borrowings under our revolving credit facility or issue securities, if market conditions are favorable, to meet our future cash needs or to reduce our borrowing costs.

Reconciliation of Non-GAAP Measures

We believe that presenting certain non-GAAP financial measures enhances an investor's understanding of our financial performance. We further believe that these financial measures are useful financial metrics to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business. We also use certain of these financial measures for business planning purposes and in measuring our performance relative to that of our competitors. We believe these financial measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of the terms Adjusted Operating Income and Adjusted EBITDA may vary from that of others in our industry. These financial measures should not be considered as alternatives to operating income (loss), net income (loss) or any other performance measures derived in accordance with U.S. GAAP as measures of operating performance or operating cash flows or as measures of liquidity.

We also believe presenting results for the twelve months ended March 31, 2015 provides an additional tool for assessing our recent performance. Such amounts are unaudited and are derived by subtracting the data for the three months ended March 31, 2014 from the data for the year ended December 31, 2014 and then adding the data for the three months ended March 31, 2015.

Consolidated

	Three Months Ended		Year Ended	Twelve Months Ended
	March 31, 2015	March 31, 2014	December 31, 2014	March 31, 2015
	(dollars in millions)			
Operating income	\$ 93.1	\$ 146.5	\$ 577.4	\$ 524.0
Adjustments:				
Amortization of purchased intangible assets	44.8	44.3	178.3	178.8
Restructuring costs, net	1.9	2.0	19.3	19.2
Equity-based compensation	5.3	3.7	21.1	22.7
Asset impairments	—	—	12.1	12.1
Transaction and integration costs (a)	11.4	0.9	12.1	22.6
Purchase accounting adjustments (b)	—	(5.4)	(11.9)	(6.5)
Non-GAAP adjusted operating income	\$156.5	\$192.0	\$ 808.4	\$ 772.9
Depreciation	11.6	11.7	48.8	48.7
Non-GAAP adjusted EBITDA	\$168.1	\$203.7	\$ 857.2	\$ 821.6

- (a) Reflects transaction costs related to potential and consummated acquisitions, costs related to secondary stock offerings and integration costs related to the proposed acquisition of TE Connectivity's BNS business.
- (b) Reflects non-cash charges resulting from purchase accounting adjustments. The three months ended March 31, 2014, the year ended December 31, 2014 and the twelve months ended March 31, 2015 reflect adjustments of \$5.4 million, \$13.1 million and \$7.7 million, respectively, for the reduction in the estimated fair value of contingent consideration payable related to a prior period acquisition.

[Table of Contents](#)**Wireless Segment**

	Three Months Ended March 31,	
	2015	2014
Operating income	\$ 64.4	\$ 127.6
Adjustments:		
Amortization of purchased intangible assets	23.1	22.5
Restructuring costs, net	1.8	1.2
Equity-based compensation	2.9	2.0
Transaction and integration costs	6.0	0.6
Non-GAAP adjusted operating income	<u>\$ 98.1</u>	<u>\$ 153.9</u>

Enterprise Segment

	Three Months Ended March 31,	
	2015	2014
Operating income	\$ 26.9	\$ 22.6
Adjustments:		
Amortization of purchased intangible assets	17.4	17.4
Restructuring costs, net	—	0.2
Equity-based compensation	1.7	1.2
Transaction and integration costs	3.0	0.2
Purchase accounting adjustments	—	(5.4)
Non-GAAP adjusted operating income	<u>\$ 49.0</u>	<u>\$ 36.1</u>

Broadband Segment

	Three Months Ended March 31,	
	2015	2014
Operating income (loss)	\$ 1.8	\$ (3.7)
Adjustments:		
Amortization of purchased intangible assets	4.3	4.4
Restructuring costs, net	0.1	0.5
Equity-based compensation	0.6	0.5
Transaction and integration costs	2.4	0.1
Non-GAAP adjusted operating income	<u>\$ 9.4</u>	<u>\$ 1.9</u>

Note: Components may not sum to total due to rounding.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q or any other oral or written statements made by us or on our behalf may include forward-looking statements which reflect our current views with respect to future events and financial performance. These forward-looking statements are identified by their use of such terms and phrases as “intend,” “goal,” “estimate,” “expect,” “project,” “projections,” “plans,” “anticipate,” “should,” “could,” “designed to,” “foreseeable future,” “believe,” “think,” “scheduled,” “outlook,” “guidance” and similar expressions. This list of indicative terms and phrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, our dependence on customers’ capital spending on communication systems; concentration of sales among a limited number of customers or distributors; changes in technology; our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; industry competition and the ability to retain customers through product innovation, introduction and marketing; risks associated with our sales through channel partners; possible production disruptions due to supplier or contract manufacturer bankruptcy, reorganization or restructuring; the risk our global manufacturing operations suffer production or shipping delays causing difficulty in meeting customer demands; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; our ability to maintain effective information management systems and to successfully implement major systems initiatives; cyber-security incidents, including data security breaches or computer viruses; product performance issues and associated warranty claims; significant international operations and the impact of variability in foreign exchange rates; our ability to comply with governmental anti-corruption laws and regulations and export and import controls worldwide; our ability to compete in international markets due to export and import controls to which we may be subject; potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect our ability to meet customer demands for products; possible future restructuring actions; possible future impairment charges for fixed or intangible assets, including goodwill; increased obligations under employee benefit plans; cost of protecting or defending intellectual property; changes in laws or regulations affecting us or the industries we serve; costs and challenges of compliance with domestic and foreign environmental laws and the effects of climate change; changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing; risks associated with our dependence on a limited number of key suppliers; our ability to attract and retain qualified key employees; allegations of health risks from wireless equipment; availability and adequacy of insurance; natural or man-made disasters or other disruptions; income tax rate variability and ability to recover amounts recorded as value-added tax receivables; labor unrest; risks of not realizing benefits from research and development projects; substantial indebtedness and maintaining compliance with debt covenants; our ability to incur additional indebtedness; ability of our lenders to fund borrowings under their credit commitments; changes in capital availability or costs, such as changes in interest rates, security ratings and market perceptions of the businesses in which we operate, or the ability to obtain capital on commercially reasonable terms or at all; our ability to generate cash to service our indebtedness; our ability to consummate the proposed acquisition (the Acquisition) of TE Connectivity’s Telecom, Wireless and Enterprise businesses (the BNS business) on a timely basis or at all; risks associated with antitrust approval of the Acquisition; our ability to integrate the BNS business on a timely and cost effective manner; our reliance on TE Connectivity for transition services for some period of time after closing of the Acquisition; our ability to realize expected growth opportunities and cost savings from the Acquisition; and other factors beyond our control. These and other factors are discussed in greater detail in our 2014 Annual Report on Form 10-K. Although the information contained in this Quarterly Report on Form 10-Q represents our best judgment as of the date of this report based on information currently available and reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date made. However, we are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the interest rate risk, commodity price risk or foreign currency exchange rate risk information previously reported under Item 7A of our 2014 Annual Report on Form 10-K, as filed with the SEC on February 20, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The material set forth under “Commitments and Contingencies” in Note 1 of Notes to the Condensed Consolidated Financial Statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes from our risk factors as previously reported in Item 1A of our 2014 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities:

None.

Issuer Purchases of Equity Securities:

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

- | | |
|---------|---|
| 2.1* | Stock and Asset Purchase Agreement, dated January 27, 2015, by and among CommScope Holding Company, Inc., CommScope, Inc. and TE Connectivity Ltd. (Incorporated by reference to Exhibit 2.1 of the Registrant’s Current Report on Form 8-K (File No. 001-36146), filed with the SEC on January 28, 2015). |
| 10.1* | Debt Commitment Letter, dated January 27, 2015, by and among CommScope Holding Company, Inc., CommScope, Inc. and JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC, Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith, Deutsche Bank AG New York Branch, Deutsche Bank Cayman Island Branch, Deutsche Bank Securities Inc., Wells Fargo Bank, National Association and Wells Fargo Securities, LLC (Incorporated by reference to Exhibit 10.1 of the Registrant’s Current Report on Form 8-K (File No. 001-36146), filed with the SEC on January 28, 2015). |
| 10.2 | Form of Restricted Stock Unit Award Certificate under the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan. |
| 10.3 | Form of Performance Stock Unit Award Certificate under the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan. |
| 10.4 | Form of Non-Qualified Stock Option Certificate under the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan. |
| 31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a). |
| 31.2 | Certification of Principal Financial Officer pursuant to Rule 13a-14(a). |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished pursuant to Item 601(b)(32)(ii) of Regulation S-K). |
| 101.INS | XBRL Instance Document, furnished herewith. |
| 101.SCH | XBRL Schema Document, furnished herewith. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.INS | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.INS | XBRL Taxonomy Extension Presentation Linkbase Document. |
| 101.INS | XBRL Taxonomy Extension Definition Linkbase Document. |

* Previously filed

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 thereunto duly authorized.

April 29, 2015
Date

COMMSCOPE HOLDING COMPANY, INC.

/s/ Mark A. Olson

Mark A. Olson

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and duly authorized officer)

RESTRICTED STOCK UNIT AWARD CERTIFICATE

Non-transferable

GRANT TO

("Grantee")by CommScope Holding Company, Inc. (the "Company") of_____ restricted stock units convertible, on a one-for-one basis, into shares of Stock (the "Units").

The Units are granted pursuant to and subject to the provisions of the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan (the "Plan") and to the terms and conditions set forth on the following pages (the "Terms and Conditions"). By accepting the Units, Grantee shall be deemed to have agreed to the Terms and Conditions and the Plan. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan.

Unless vesting is accelerated as provided in the Plan or Section 1 of the Terms and Conditions, the Units shall vest (become non-forfeitable) in accordance with the following schedule, subject to Grantee's Continuous Service on the applicable vesting date.

<u>Continuous Service after Grant Date</u>	<u>Percent of Units Vesting</u>
1st Anniversary of the Grant Date	33 1/3 %
2nd Anniversary of the Grant Date	33 1/3 %
3rd Anniversary of the Grant Date	33 1/3 %

IN WITNESS WHEREOF, CommScope Holding Company, Inc., acting by and through its duly authorized officers, has caused this Award Certificate to be duly executed.

COMMSCOPE HOLDING COMPANY, INC.

By:_____
Its:

Grant Date: February 24, 2015

TERMS AND CONDITIONS

1. Vesting of Units. The Units will vest and become non-forfeitable on the earliest to occur of the following (each, a "Vesting Date"):

- (a) as to the percentages of the Units specified on the cover page hereof, on the respective Vesting Dates specified on the cover page hereof, provided Grantee is then still providing Continuous Service to the Company;
- (b) as to all of the Units, on the termination of Grantee's Continuous Service due to death or Disability;
- (c) as to all of the Units, on the occurrence of a Change in Control, unless the Units are assumed by the surviving entity or otherwise equitably converted or substituted in connection with the Change in Control; or
- (d) as to all of the Units, if the Units are assumed by the surviving entity or otherwise equitably converted or substituted in connection with a Change in Control, on the termination of Grantee's employment by the Company without Cause or Grantee's resignation for Good Reason within two years after the effective date of the Change in Control.

If Grantee's Continuous Service terminates prior to a Vesting Date for any reason other than as described in (b) or (d) above, Grantee shall forfeit all right, title and interest in and to the then unvested Units as of the date of such termination and the unvested Units will be reconveyed to the Company without further consideration or any act or action by Grantee.

2. Conversion to Stock. The Units that vest upon a Vesting Date will be converted to shares of Stock. The shares of Stock will be registered in the name of Grantee as of the Vesting Date, and certificates for the shares of Stock (or, at the option of the Company, statements of book entry notation of the shares of Stock in the name of Grantee in lieu thereof) shall be delivered to Grantee or Grantee's designee upon request of Grantee as soon as practicable after the Vesting Date.

3. Dividend Rights. If any dividends or other distributions are paid with respect to the Stock while the Units are outstanding, the dollar amount or fair market value of such dividends or distributions with respect to the number of shares of Stock then underlying the Units shall be credited to a bookkeeping account and held (without interest) by the Company for the account of Grantee. Such amounts shall be subject to the same vesting and forfeiture provisions as the Units to which they relate. Accrued dividends held pursuant to the foregoing provision shall be paid by the Company to Grantee on the applicable Vesting Date.

4. Voting Rights. Grantee shall not have voting rights with respect to the Units. Upon conversion of the Units into shares of Stock, Grantee will obtain full voting rights and other rights as a stockholder of the Company.

5. Restrictions on Transfer and Pledge. No right or interest of Grantee in the Units may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or an Affiliate, or shall be subject to any lien, obligation, or liability of Grantee to any other party other than the Company or an Affiliate. The Units are not assignable or transferable by Grantee other than to a beneficiary or by will or the laws of descent and distribution.

6. Restrictions on Issuance of Shares. If at any time the Committee shall determine, in its discretion, that registration, listing or qualification of the Shares underlying the Units upon any Exchange or under any foreign, federal, or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition to the settlement of the Units, the Units will not be converted to Shares in whole or in part unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

7. No Right of Continued Service. Nothing in this Award Certificate shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Grantee's service at any time, nor confer upon Grantee any right to continue to provide services to, the Company or any Affiliate.

8. Payment of Taxes. The Company or any employer Affiliate has the authority and the right to deduct or withhold, or require Grantee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Grantee's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the vesting or settlement of the Units. The withholding requirement may be satisfied, in whole or in part, by withholding from the settlement of the Units Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount) required to be withheld for tax purposes, all in accordance with such procedures as the Company establishes.

9. Stockholders Agreement; Registration Rights Agreement. As a condition to the issuance of Shares of Stock hereunder, Grantee agrees that such Shares shall be subject to all of the terms, conditions and restrictions contained in any Stockholders Agreement by and among the Company and the Company's stockholders and in any Registration Rights Agreement by and among the Company and the Company's stockholders and that Grantee will become a party to and subject to such Stockholders Agreement and such Registration Rights Agreement.

10. Plan Controls. The terms contained in the Plan are incorporated into and made a part of this Award Certificate, and this Award Certificate shall be governed by and construed in accordance with the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Award Certificate, the provisions of the Plan shall be controlling and determinative.

11. Successors. This Award Certificate shall be binding upon any successor of the Company, in accordance with the terms of this Award Certificate and the Plan.

12. Severability. If any one or more of the provisions contained in this Award Certificate are invalid, illegal or unenforceable, the other provisions of this Award Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

13. Notice. Notices hereunder must be in writing, delivered personally or sent by registered or certified U.S. mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Grantee. Notices to Grantee will be directed to the address of Grantee then currently on file with the Company, or at any other address given by Grantee in a written notice to the Company.

14. Compensation Recoupment Policy. The Units and any Stock issued thereunder shall be subject to any compensation recoupment policy of the Company that is applicable by its terms to Grantee and to awards of this type.

PERFORMANCE SHARE UNIT AWARD CERTIFICATE

Non-transferable

GRANT TO

(“Grantee”)

by CommScope Holding Company, Inc. (the “Company”) of

_____ performance share units convertible, on a one-for-one basis, into shares of Stock (the “Units”).

The Units are granted pursuant to and subject to the provisions of the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan (the “Plan”) and to the terms and conditions set forth on the following pages (the “Terms and Conditions”). By accepting the Units, Grantee shall be deemed to have agreed to the Terms and Conditions and the Plan. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan.

Grantee will have the right to earn between 0% and 150% of the Units based on the Company’s achievement of performance goals relating to Aggregate Adjusted Operating Income for fiscal years 2015 and 2016 (the “Performance Period”), as set forth on Appendix A.

Within 60 days after the Performance Period ends, the Committee will determine and certify the Company’s performance against the performance goals and will determine the number of Units eligible for vesting (the “Confirmed Units”). The date such certification occurs is referred to in this certificate as the “Certification Date.” Unless vesting is accelerated as provided in the Plan or Section 2 of the Terms and Conditions, the Confirmed Units shall vest (become non-forfeitable) in accordance with the following schedule, subject to Grantee’s Continuous Service on the applicable vesting date.

<u>Continuous Service after Grant Date</u>	<u>Percent of Confirmed Units Vesting</u>
Later of the Certification Date or the 2 nd Anniversary of the Grant Date	50 %
3 rd Anniversary of the Grant Date	50 %

IN WITNESS WHEREOF, CommScope Holding Company, Inc., acting by and through its duly authorized officers, has caused this Award Certificate to be duly executed.

COMMSCOPE HOLDING COMPANY, INC.

By: _____
Its: _____

Grant Date: February 24, 2015

TERMS AND CONDITIONS

1. **Performance and Certification.** The Units will become eligible for vesting based upon the Company's performance against the performance goals specified in Appendix A. No Units will become Confirmed Units unless and until the Committee determines and certifies the performance following the Performance Period. To the extent the Company fails to achieve 100% of the performance conditions, Grantee shall forfeit all right, title and interest in and to the Units that do not become Confirmed Units as of the Certification Date and the non-Confirmed Units will be reconveyed to the Company without further consideration or any act or action by Grantee.

2. **Vesting of Confirmed Units** The Confirmed Units will vest and become non-forfeitable on the earliest to occur of the following (each, a "Vesting Date"):

- (a) The Confirmed Units will vest as to the percentages specified on the cover page hereof, on the respective Vesting Dates specified on the cover page hereof, provided Grantee is then still providing Continuous Service to the Company.
- (b) If Grantee's Continuous Service is terminated due to death or Disability, then:
 - (i) if such termination occurs during the Performance Period, the Units shall not expire on account of the Participant's termination and shall remain eligible to vest based upon actual performance over the Performance Period. To the extent the performance goals are met for the Performance Period, the Units will vest on the Certification Date, and any non-Confirmed portion of the Prorated Portion will be forfeited, and
 - (ii) if such termination occurs after the Performance Period, then all of the Confirmed Units will vest on the date of such termination.
- (c) If a Change in Control occurs and the Units are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the Change in Control, then:
 - (i) if such Change in Control occurs during the Performance Period, the number of Units shall be prorated by multiplying it by a fraction, the numerator of which is the number of days elapsed from the commencement of the Performance Period through the date of the Change in Control, and the denominator of which is 730, and such prorated portion of the Units shall vest immediately prior to the Change in Control based upon (x) deemed performance against the "target" level if the Change in Control occurs during the first half of the Performance Period, or (y) actual performance measured as of the date of the Change in Control (after prorating the performance conditions based upon the number of days elapsed from the commencement of the Performance Period through the date of the Change in Control) if the Change in Control occurs during the second half of the Performance Period, and the remaining unvested portion of the Units shall be forfeited and cancelled as of the Change in Control, and
 - (ii) if such Change in Control occurs after the Performance Period, then all of the Confirmed Units will vest immediately prior to the Change in Control.
- (d) If a Change in Control occurs and the Units are assumed by the surviving entity or otherwise equitably converted or substituted in connection with the Change in Control, then, if within two years after the effective date of the Change in Control Grantee's employment is terminated without Cause or Grantee resigns for Good Reason, then:
 - (i) if such termination occurs during the Performance Period, the number of Units shall be prorated by multiplying it by a fraction, the numerator of which is the number of days elapsed from the commencement of the Performance Period through the date of such termination, and the denominator of which is 730, and such prorated portion of the Units shall vest on the date of such termination based upon (x) deemed performance against the "target" level if such termination occurs during the first half of the Performance Period, or (y) actual performance measured as of the date of such termination (after prorating the performance conditions based upon the number of days elapsed from the commencement of the Performance Period through the date of the termination) if the Change in Control occurs during the second half of the Performance Period, and the remaining unvested portion of the Units shall be forfeited and cancelled as of the date of such termination, and
 - (ii) if such termination occurs after the Performance Period, then all of the Confirmed Units will vest on the date of such termination.

If Grantee's Continuous Service terminates prior to a Vesting Date for any reason other than as described in (b) or (d) above, Grantee shall forfeit all right, title and interest in and to the then unvested Units as of the date of such termination and the unvested Units will be reconveyed to the Company without further consideration or any act or action by Grantee.

3. **Conversion to Stock.** The Units that vest upon a Vesting Date will be converted to shares of Stock. The shares of Stock will be registered in the name of Grantee as of the Vesting Date, and certificates for the shares of Stock (or, at the option of the Company, statements of book entry notation of the shares of Stock in the name of Grantee in lieu thereof) shall be delivered to Grantee or Grantee's designee upon request of Grantee as soon as practicable after the Vesting Date.

4. **Dividend Rights.** If any dividends or other distributions are paid with respect to the Stock while the Units are outstanding, the dollar amount or fair market value of such dividends or distributions with respect to the number of shares of Stock then underlying the Units shall be credited to a bookkeeping account and held (without interest) by the Company for the account of Grantee. Such amounts shall be subject to the same vesting and forfeiture provisions as the Units to which they relate. Accrued dividends held pursuant to the foregoing provision shall be paid by the Company to Grantee on the applicable Vesting Date.

5. **Voting Rights.** Grantee shall not have voting rights with respect to the Units. Upon conversion of the Units into shares of Stock, Grantee will obtain full voting rights and other rights as a stockholder of the Company.

6. Restrictions on Transfer and Pledge. No right or interest of Grantee in the Units may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or an Affiliate, or shall be subject to any lien, obligation, or liability of Grantee to any other party other than the Company or an Affiliate. The Units are not assignable or transferable by Grantee other than to a beneficiary or by will or the laws of descent and distribution.
7. Restrictions on Issuance of Shares. If at any time the Committee shall determine, in its discretion, that registration, listing or qualification of the Shares underlying the Units upon any Exchange or under any foreign, federal, or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition to the settlement of the Units, the Units will not be converted to Shares in whole or in part unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.
8. No Right of Continued Service. Nothing in this Award Certificate shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Grantee's service at any time, nor confer upon Grantee any right to continue to provide services to, the Company or any Affiliate.
9. Payment of Taxes. The Company or any employer Affiliate has the authority and the right to deduct or withhold, or require Grantee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Grantee's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the vesting or settlement of the Units. The withholding requirement may be satisfied, in whole or in part, by withholding from the settlement of the Units Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount) required to be withheld for tax purposes, all in accordance with such procedures as the Company establishes.
10. Stockholders Agreement; Registration Rights Agreement. As a condition to the issuance of Shares of Stock hereunder, Grantee agrees that such Shares shall be subject to all of the terms, conditions and restrictions contained in any Stockholders Agreement by and among the Company and the Company's stockholders and in any Registration Rights Agreement by and among the Company and the Company's stockholders and that Grantee will become a party to and subject to such Stockholders Agreement and such Registration Rights Agreement.
11. Plan Controls. The terms contained in the Plan are incorporated into and made a part of this Award Certificate, and this Award Certificate shall be governed by and construed in accordance with the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Award Certificate, the provisions of the Plan shall be controlling and determinative.
12. Successors. This Award Certificate shall be binding upon any successor of the Company, in accordance with the terms of this Award Certificate and the Plan.
13. Severability. If any one or more of the provisions contained in this Award Certificate are invalid, illegal or unenforceable, the other provisions of this Award Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.
14. Notice. Notices hereunder must be in writing, delivered personally or sent by registered or certified U.S. mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Grantee. Notices to Grantee will be directed to the address of Grantee then currently on file with the Company, or at any other address given by Grantee in a written notice to the Company.
15. Compensation Recoupment Policy. The Units and any Stock issued thereunder shall be subject to any compensation recoupment policy of the Company that is applicable by its terms to Grantee and to awards of this type.

APPENDIX A

PERFORMANCE GOALS

(AGGREGATE ADJUSTED OPERATING INCOME)

Grantee may earn a percentage of the Units based on the Company's Aggregate Adjusted Operating Income over the Performance Period, as provided in the following table. Payouts between performance levels will be determined to the nearest tenth of a percentage point using linear interpolation.

Degree of Performance Attainment	Aggregate Adjusted Operating Income (\$, in millions)	Achievement of Performance Goal (% of Units)
Maximum	2,253.282	150%
Target	1,877.735	100%
Threshold	1,502.188	50%
Less than Threshold	Below 1,502.188	0%

For purposes of this award, Aggregate Adjusted Operating Income shall mean "Operating Income (Loss)" for fiscal years 2015 and 2016, combined, as such term appears on the Company's Consolidated Statements of Operations for 2015 and 2016, increased or reduced by each of the following to the extent that any such item is used to determine "Operating Income (Loss)": (i) amortization; (ii) certain extraordinary, unusual or non-recurring charges, expenses or losses (including Impairment Charges in the Consolidated Statement of Operations); (iii) certain restructuring costs, integration costs and equity-based compensation expenses (including the expense from cash based awards issued under the Plan that may be settled with the Company's Common Stock); (iv) transaction fees and expenses and purchase accounting adjustments; and (v) income or gains corresponding to certain extraordinary, unusual or non-recurring items.

If the Company's proposed acquisition (the "Acquisition") of TE Connectivity Ltd.'s Telecom, Enterprise and Wireless businesses (the "TE Business") closes in 2015, then the Aggregate Adjusted Operating Income calculation for fiscal year 2015 will exclude the TE Business (so that it is calculated for the entire year based on the Company alone). Similarly, the calculation of Aggregate Adjusted Operating Income for fiscal year 2016 will include the TE Business (so that it is calculated based on the Company and the TE Business combined).

In the event that the Acquisition does not close in 2015, or in the event of an acquisition or disposition of any other business, line of business or assets, the Committee shall in good faith and in such manner as it may deem equitable adjust the performance goals and the calculation of Aggregate Adjusted Operating Income to reflect the projected effect of such transaction(s) or event(s), in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available with respect to the Units.

NON QUALIFIED STOCK OPTION CERTIFICATE

Non-transferable

GRANT TO

("Optionee")the right to purchase from CommScope Holding Company, Inc. (the "Company")_____ shares of its common stock, par value \$0.01 (the "Stock"), at the price of \$____ per share (the "Option").

The Option is granted pursuant to and subject to the provisions of the CommScope Holding Company, Inc. 2013 Long-Term Incentive Plan (the "Plan") and to the terms and conditions set forth on the following pages (the "Terms and Conditions"). By accepting the Option, Optionee shall be deemed to have agreed to the Terms and Conditions and the Plan. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan.

Unless vesting is accelerated as provided in the Plan or Section 1 of the Terms and Conditions, the Option shall vest and become exercisable in accordance with the following schedule, subject to Optionee's Continuous Service on the applicable vesting date.

<u>Continuous Service after Grant Date</u>	<u>Percent of Option Vesting</u>
2nd Anniversary of the Grant Date	50%
3rd Anniversary of the Grant Date	50%

IN WITNESS WHEREOF, CommScope Holding Company, Inc., acting by and through its duly authorized officers, has caused this Award Certificate to be duly executed.

COMMSCOPE HOLDING COMPANY, INC.

By: _____ Signer

Grant Date: February 24, 2015

TERMS AND CONDITIONS

1. Vesting of Option. The Option will vest and become exercisable on the earliest to occur of the following (each, a “Vesting Date”):

- (a) as to the percentages of the Option specified on the cover page hereof, on the respective Vesting Dates specified on the cover page hereof, provided Optionee is then still providing Continuous Service to the Company;
- (b) as to the entire Option, on the termination of Optionee’s Continuous Service due to death or Disability;
- (c) as to the entire Option, on the occurrence of a Change in Control, unless the Option assumed by the surviving entity or otherwise equitably converted or substituted in connection with the Change in Control; or
- (d) as to the entire Option, if the Option is assumed by the surviving entity or otherwise equitably converted or substituted in connection with a Change in Control, on the termination of Optionee’s employment by the Company without Cause or Optionee’s resignation for Good Reason within two years after the effective date of the Change in Control.

If Optionee’s Continuous Service terminates prior to a Vesting Date for any reason other than as described in (b) or (d) above, Optionee shall forfeit all right, title and interest in and to the then unvested portion of Option as of the date of such termination and the unvested portion of the Option will expire immediately without further consideration or any act or action by Optionee.

2. Term of Option and Limitations on Right to Exercise. The term of the Option will be for a period of ten years, expiring at 5:00 p.m., Eastern Time, on the tenth anniversary of the Grant Date (the “Expiration Date”). To the extent not previously exercised, the Option will lapse prior to the Expiration Date upon the earliest to occur of the following circumstances:

- (a) three months after the termination of Optionee’s Continuous Service for any reason other than (i) for Cause or (ii) by reason of Optionee’s death or Disability;
- (b) twelve months after the date of the termination of Optionee’s Continuous Service by reason of his or her Disability;
- (c) twelve months after Optionee’s death, if (i) Optionee dies during his or her Continuous Service and before the Option otherwise expires, or (ii) Optionee dies during the three-month period described in subsection (a) above and before the Option otherwise expires or (iii) Optionee dies during the twelve-month period described in subsection (b) above and before the Option otherwise expires (upon Optionee’s death, the Option may be exercised by Optionee’s estate or other beneficiary designated pursuant to the Plan); or
- (d) immediately upon the termination of Optionee’s Continuous Service if such termination is for Cause.

The Committee may, prior to the lapse of the Option under the circumstances described in subsections (a), (b), (c), or (d) above, extend the time to exercise the Option as determined by the Committee in writing, but in no event may the Option be extended beyond the Expiration Date. If Optionee or his or her beneficiary exercises an Option after termination of service, the Option may be exercised only with respect to the Shares that were otherwise vested on Optionee’s termination of service.

3. Exercise of Option. The Option shall be exercised by (a) written notice directed to the Secretary of the Company or his or her designee at the address and in the form specified by the Company from time to time and (b) payment to the Company in full for the Shares subject to such exercise. If the person exercising an Option is not Optionee, such person shall also deliver with the notice of exercise appropriate proof of his or her right to exercise the Option. Payment for such Shares shall be (i) in cash, (ii) by delivery (actual or by attestation) of Shares previously acquired by the purchaser, (iii) by withholding of Shares from the Option, in accordance with such procedures as the Company establishes, or (iv) any combination thereof, for the number of Shares specified in such written notice; provided that payment pursuant to clauses (ii), (iii) and (iv) shall be subject to any contractual or legal limitations or restrictions imposed on the Company (including under any credit or similar agreement). Shares surrendered or withheld for this purpose shall be valued at their Fair Market Value on the date of exercise.

4. No Right of Continued Service. Nothing in this Award Certificate shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Optionee’s service at any time, nor confer upon Optionee any right to continue to provide services to, the Company or any Affiliate.

5. Payment of Taxes. The Company or any employer Affiliate has the authority and the right to deduct or withhold, or require Optionee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Optionee’s FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the exercise of the Option. The withholding requirement may be satisfied, in whole or in part, by withholding from the Option Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount) required to be withheld for tax purposes, all in accordance with such procedures as the Company establishes.

6. Restrictions on Transfer and Pledge. No right or interest of Optionee in the Option may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or an Affiliate, or shall be subject to any lien, obligation, or liability of Optionee to any other party other than the Company or an Affiliate. The Option is not assignable or transferable by Optionee other than to a beneficiary or by will or the laws of descent and distribution, but the Committee may (but need not) permit other transfers. The Option may be exercised during the lifetime of Optionee only by Optionee or any permitted transferee.

7. Restrictions on Issuance of Shares. If at any time the Committee shall determine in its discretion, that registration, listing or qualification of the Shares covered by the Option upon any Exchange or under any foreign, federal, or local law or practice, or the consent or

approval of any governmental regulatory body, is necessary or desirable as a condition to the exercise of the Option, the Option may not be exercised in whole or in part unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

8. Stockholders Agreement; Registration Rights Agreement. As a condition to the issuance of Shares of Stock hereunder, Optionee agrees that such Shares shall be subject to all of the terms, conditions and restrictions contained in any Stockholders Agreement by and among the Company and the Company's stockholders and in any Registration Rights Agreement by and among the Company and the Company's stockholders and that Optionee will become a party to and subject to such Stockholders Agreement and such Registration Rights Agreement.

9. Plan Controls. The terms contained in the Plan are incorporated into and made a part of this Award Certificate and this Award Certificate shall be governed by and construed in accordance with the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Award Certificate, the provisions of the Plan shall be controlling and determinative.

10. Successors. This Award Certificate shall be binding upon any successor of the Company, in accordance with the terms of this Award Certificate and the Plan.

11. Severability. If any one or more of the provisions contained in this Award Certificate are invalid, illegal or unenforceable, the other provisions of this Award Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

12. Notice. Notices hereunder must be in writing, delivered personally or sent by registered or certified U.S. mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Optionee. Notices to Optionee will be directed to the address of Optionee then currently on file with the Company, or at any other address given by Optionee in a written notice to the Company.

13. Compensation Recoupment Policy. The Option and any Stock issued thereunder shall be subject to any compensation recoupment policy of the Company that is applicable by its terms to Optionee and to awards of this type.

MANAGEMENT CERTIFICATION

I, Marvin S. Edwards, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CommScope Holding Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 29, 2015

/s/ Marvin S. Edwards, Jr.

Name: Marvin S. Edwards, Jr.

Title: President, Chief Executive Officer
and Director (Principal Executive Officer)

MANAGEMENT CERTIFICATION

I, Mark A. Olson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CommScope Holding Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 29, 2015

/s/ Mark A. Olson

Name: Mark A. Olson

Title: Executive Vice President and Chief
Financial Officer (Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of CommScope Holding Company, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Marvin S. Edwards, Jr., President, Chief Executive Officer and Director of the Company, and Mark A. Olson, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 29, 2015

/s/ Marvin S. Edwards, Jr.

Marvin S. Edwards, Jr.
President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Mark A. Olson

Mark A. Olson
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)