SEC Form 4

FORM 4

☐	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

Karlsson Peter U

(Last)	(First)	(Middle)

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

(Street)

HICKORY	NC	28602

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

CommScope Holding Company, Inc. [**COMM**]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

SVP of CommScope, Inc.

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2018		A		10,867	A[(1)]	$0.00	40,819[(2)]	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$38.34	03/01/2018		A		28,077		03/01/2019[(3)]	03/01/2028	Common Stock	28,077	$0.00	28,077	D	

Explanation of Responses:

1. Reflects restricted stock units that vest in three equal installments on 03/01/2019, 03/01/2020 and 03/01/2021, subject to the reporting person's continued employment with the issuer.

2. Includes (a) 3,475 restricted stock units that were granted on 02/23/2016 and will vest on 02/23/2019; (b) 6,026 performance share units that were earned on 02/23/2017 and will vest on 02/23/2019; and (c) 7,316 restricted stock units that were granted on 02/27/2017 and will vest ratably on 02/27/2019 and 02/27/2020, each subject to the reporting person's continued employment with the issuer.

3. The option vests in three equal installments on 03/01/2019, 03/01/2020 and 03/01/2021, subject to the reporting person's continued employment with the issuer.

Remarks:

/s/Peter U. Karlsson	03/05/2018
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.