

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Edwards Marvin S Jr</u> (Last) (First) (Middle) <u>C/O COMMSCOPE HOLDING COMPANY, INC.,</u> <u>1100 COMMSCOPE PLACE, SE</u> (Street) <u>HICKORY NC 28602</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CommScope Holding Company, Inc. [</u> <u>COMM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	12/15/2016		M ⁽¹⁾		108,656	A	\$5.74	249,391 ⁽²⁾	D	
Common Stock	12/15/2016		s ⁽¹⁾		108,656	D	\$36.9564 ⁽³⁾	140,735 ⁽²⁾	D	
Common Stock	12/16/2016		M ⁽¹⁾		100	A	\$5.74	140,835 ⁽²⁾	D	
Common Stock	12/16/2016		s ⁽¹⁾		100	D	\$37.2	140,735 ⁽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				
Common Stock (Right to Buy)	\$5.74	12/15/2016		M ⁽¹⁾		108,656		02/17/2016	01/26/2021	Common Stock	108,656	\$0.00	1,610,378	D	
Common Stock	\$5.74	12/16/2016		M ⁽¹⁾		100		02/17/2016	01/26/2021	Common Stock	100	\$0.00	1,610,278	D	

Explanation of Responses:

- The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2016.
- As previously reported, includes (a) 53,461 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019; and (b) 27,020 restricted stock units that were granted on 02/24/2015 and will vest ratably on 02/24/2017 and 02/24/2018, each subject to the reporting person's continued employment with the issuer.
- The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.4850 to \$37.34. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

Remarks:

/s/Frank B. Wyatt, II, under a 12/19/2016
Power of Attorney

** 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.