

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DRENDEL FRANK M</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2016</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							2,327,865 <sup>(1)</sup>	D		
Common Stock	12/16/2016		S <sup>(2)</sup>		27,262	D	\$36.591 <sup>(3)</sup>	53,738	I	by GRAT
Common Stock	12/19/2016		S <sup>(2)</sup>		9,188	D	\$36.7803 <sup>(4)</sup>	44,550	I	by GRAT
Common Stock	12/16/2016		S <sup>(2)</sup>		27,262	D	\$36.591 <sup>(5)</sup>	53,738	I	by GRAT
Common Stock	12/19/2016		S <sup>(2)</sup>		9,188	D	\$36.7859 <sup>(6)</sup>	44,550	I	by GRAT
Common Stock	12/16/2016		S <sup>(2)</sup>		27,262	D	\$36.591 <sup>(7)</sup>	53,738	I	by GRAT
Common Stock	12/19/2016		S <sup>(2)</sup>		9,188	D	\$36.7837 <sup>(8)</sup>	44,550	I	by GRAT
Common Stock	12/16/2016		S <sup>(2)</sup>		15,145	D	\$36.591 <sup>(9)</sup>	29,855	I	by Family Trust
Common Stock	12/19/2016		S <sup>(2)</sup>		5,105	D	\$36.7942 <sup>(10)</sup>	24,750	I	by Family Trust
Common Stock	12/16/2016		S <sup>(2)</sup>		113,069	D	\$36.591 <sup>(11)</sup>	222,886	I	by Marital Trust
Common Stock	12/19/2016		S <sup>(2)</sup>		38,110	D	\$36.7838 <sup>(12)</sup>	184,776	I	by Marital Trust

**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)		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)					

**Explanation of Responses:**

1. As previously reported, includes (a) 14,969 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019, each subject to the reporting person's continued employment with the issuer.

2. The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2016.
3. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
4. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to \$36.96. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
5. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
6. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.41 to \$36.95. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
7. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
8. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.97. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
9. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
10. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.44 to \$36.96. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
11. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.26 to \$37.14. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
12. The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$36.37 to \$36.97. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

**Remarks:**

/s/Frank M. Drendel

12/20/2016

\*\* 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.

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