

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Townsend Joanne</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. [COMM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP for CommScope, Inc.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/12/2015		M		3,436	A	\$5.57	7,597 ⁽¹⁾	D	
Common Stock	08/12/2015		S		3,436	D	\$31.8972 ⁽²⁾	4,161 ⁽¹⁾	D	
Common Stock	08/13/2015		M		844	A	\$5.57	5,005 ⁽¹⁾	D	
Common Stock	08/13/2015		S		844	D	\$31.8959 ⁽³⁾	4,161 ⁽¹⁾	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					
Stock Option (Right to Buy)	\$5.57	08/12/2015		M		3,436		(4)	11/13/2022	Common Stock 3,436	\$0.00	119,050	D	
Stock Option (Right to Buy)	\$5.57	08/13/2015		M		844		(4)	11/13/2022	Common Stock 844	\$0.00	118,206	D	

Explanation of Responses:

- As previously reported, includes 4,161 restricted stock units that were granted on 02/24/2015 that will vest in three equal installments on 02/24/2016, 02/24/2017, and 02/24/2018, subject to the reporting person's continued employment with the issuer.
- The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$31.89 to \$31.93. 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.
- The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$31.89 to \$31.93. 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.
- Per SEC guidance, excludes 13,144 unvested options that are subject to performance-based vesting conditions.

Remarks:

/s/Joanne L. Townsend 08/14/2015
 ** 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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