

**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	
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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>05/11/2015</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	05/11/2015		M <sup>(1)</sup>		10,779	A	\$8.85	99,953 <sup>(2)</sup>	D	
Common Stock	05/11/2015		M <sup>(1)</sup>		47,964	A	\$2.96	147,917 <sup>(2)</sup>	D	
Common Stock	05/11/2015		M <sup>(1)</sup>		40,045	A	\$8.55	187,962 <sup>(2)</sup>	D	
Common Stock	05/11/2015		S <sup>(1)</sup>		98,788	D	\$30.2535 <sup>(3)</sup>	89,174 <sup>(2)</sup>	D	
Common Stock	05/12/2015		M <sup>(1)</sup>		11,991	A	\$8.55	101,165 <sup>(2)</sup>	D	
Common Stock	05/12/2015		S <sup>(1)</sup>		11,991	D	\$30.0469 <sup>(4)</sup>	89,174 <sup>(2)</sup>	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$8.85	05/11/2015		M <sup>(1)</sup>		10,779	01/14/2011	12/12/2016	Common Stock	10,779	\$0.00	0	D	
Stock Option (Right to Buy)	\$2.96	05/11/2015		M <sup>(1)</sup>		47,964	01/14/2011	03/24/2019	Common Stock	47,964	\$0.00	0	D	
Stock Option (Right to Buy)	\$8.55	05/11/2015		M <sup>(1)</sup>		40,045	01/14/2011	01/20/2020	Common Stock	40,045	\$0.00	221,138	D	
Stock Option (Right to Buy)	\$8.55	05/12/2015		M <sup>(1)</sup>		11,991	01/14/2011	01/20/2020	Common Stock	11,991	\$0.00	209,147	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 March 9, 2015.
- As previously reported, includes 40,529 restricted stock units that were granted on 02/24/2015 and 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 price of the shares sold in this transaction. The price range for this transaction is \$30.00 to \$30.40. 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 price of the shares sold in this transaction. The price range for this transaction is \$30.00 to \$30.26. 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/Marvin S. Edwards, Jr. 05/12/2015

\*\* 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.

**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.**