

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carlyle Group L.P.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2015</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 <input type="checkbox"/> 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	03/09/2015		S		20,000,000	D	\$30.62	81,216,970	I	See Footnote <sup>(1)</sup>

**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)					

1. Name and Address of Reporting Person\*  
Carlyle Group L.P.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings I GP Inc.  
 (Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Carlyle Holdings I GP Sub L.L.C.](#)

(Last)

(First)

(Middle)

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(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Carlyle Holdings I L.P.](#)

(Last)

(First)

(Middle)

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1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[TC Group, LLC](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[TC Group CommScope Holdings, L.L.C.](#)

(Last)

(First)

(Middle)

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WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Carlyle-CommScope Holdings, L.P.](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Carlyle-CommScope Holdings, L.P. is the record holder of these shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of

**Remarks:**

THE CARLYLE GROUP L.P.  
By: Carlyle Group  
Management L.L.C., its 03/11/2015  
general partner, By: /s/ Jeremy  
W. Anderson, attorney-in-fact

CARLYLE GROUP  
MANAGEMENT L.L.C. By: 03/11/2015  
/s/ Jeremy W. Anderson,  
attorney-in-fact

CARLYLE HOLDINGS I GP  
INC. By: /s/ Jeremy W. 03/11/2015  
Anderson, attorney-in-fact

CARLYLE HOLDINGS I GP  
SUB L.L.C. By: Carlyle  
Holdings I GP Inc., its 03/11/2015  
managing member, By: /s/  
Jeremy W. Anderson, attorney-  
in-fact

CARLYLE HOLDINGS I L.P.  
By: /s/ Jeremy W. Anderson, 03/11/2015  
attorney-in-fact

TC GROUP, L.L.C. By:  
Carlyle Holdings I L.P., its  
managing member By: /s/ 03/11/2015  
Jeremy W. Anderson, attorney-  
in-fact

TC GROUP COMMSCOPE  
HOLDINGS, L.L.C. By: TC  
Group, L.L.C., By: Carlyle 03/11/2015  
Holdings I L.P., By: /s/ Jeremy  
W. Anderson, attorney-in-fact

CARLYLE-COMMSCOPE  
HOLDINGS, L.P. By: /s/ 03/11/2015  
Jeremy W. Anderson,  
Authorized Person

\*\* 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.**