
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 21, 2019**

COMMSCOPE HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36146
(Commission
File Number)

27-4332098
(IRS Employer
Identification No.)

**1100 CommScope Place, SE
Hickory, North Carolina 28602**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(828) 324-2200**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common Stock, par value \$0.01 per share | COMM | The NASDAQ Stock Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

CommScope Holding Company, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”) on June 21, 2019. The matters that were voted upon at the Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below, based upon 193,622,692 total shares of common stock eligible to vote at the meeting, and 1,000,000 total shares of Series A convertible preferred stock, which, as of the record date, was convertible into 36,363,636 shares of common stock eligible to vote at the meeting.

At the Meeting, the stockholders elected three Class III directors, each for a term expiring at the Company’s 2022 Annual Meeting of Stockholders or until an earlier resignation or retirement or until their successors are elected to qualify and serve, and ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2019. The stockholders also approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as described in the proxy statement for the Meeting. In addition, the stockholders approved the Company’s 2019 Long-Term Incentive Plan.

(1) Election of Class III Directors:

| <u>Name of Director</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|------------------|----------------------|--------------------|-------------------------|
| Marvin S. Edwards, Jr. | 199,874,660 | 1,546,312 | 8,517 | 8,880,569 |
| Cladius E. Watts IV | 184,985,657 | 15,203,431 | 1,240,401 | 8,880,569 |
| Timothy T. Yates | 199,917,991 | 1,502,858 | 8,640 | 8,880,569 |

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|---|------------------|----------------------|--------------------|
| (2) Ratification of Independent Registered Public Accounting Firm for 2019: | 209,694,865 | 599,172 | 16,021 |

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|------------------|----------------------|--------------------|-------------------------|
| (3) Non-binding advisory approval of the compensation of the Company's named executive officers: | 147,599,130 | 53,631,281 | 199,078 | 8,880,569 |

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|------------------|----------------------|--------------------|-------------------------|
| (4) Approval of the Company's 2019 Long-Term Incentive Plan: | 195,316,313 | 6,096,550 | 16,626 | 8,880,569 |

On June 21, 2019, the Company issued a press release announcing the results of the Meeting. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) EXHIBITS

99.1 Press Release of CommScope Holding Company, Inc. dated June 21, 2019.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Item</u> |
|--------------------|--|
| 99.1 | <u>Press Release of CommScope Holding Company, Inc. dated June 21, 2019.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 21, 2019

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Frank B. Wyatt, II
Frank B. Wyatt, II
Senior Vice President,
General Counsel and Secretary



News Release

CommScope Stockholders Approve Proxy Proposals

HICKORY, NC, June 21, 2019—The stockholders of CommScope Holding Company, Inc., a global leader in infrastructure solutions for communications networks, approved four proxy proposals today at the company's annual meeting of stockholders.

CommScope stockholders re-elected Marvin S. Edwards, Jr., Claudius E. Watts IV and Timothy T. Yates as Class III directors for terms ending in 2022 and ratified the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the 2019 fiscal year. The stockholders also approved, on a non-binding advisory basis, the compensation of the company's named executive officers. In addition, the stockholders approved the company's 2019 Long-Term Incentive Plan.

END

About CommScope

CommScope (NASDAQ: COMM) and the recently acquired ARRIS and Ruckus Networks are redefining tomorrow by shaping the future of wired and wireless communications. Our combined global team of employees, innovators and technologists have empowered customers in all regions of the world to anticipate what's next and push the boundaries of what's possible. Discover more at www.commscope.com.

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Source: CommScope