

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

COMMSCOPE HOLDING COMPANY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

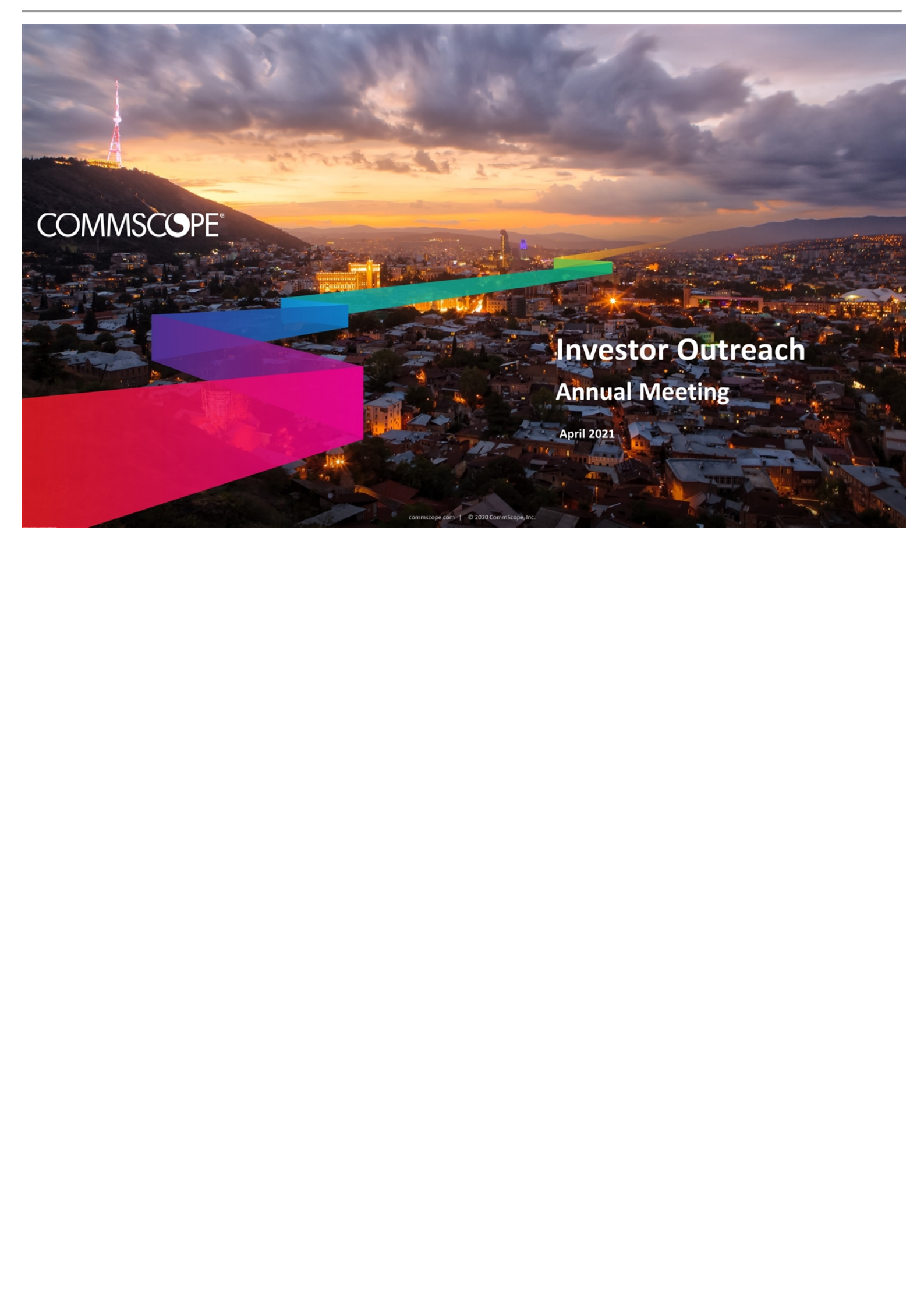
(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Explanatory Note

Attached is a copy of a slide presentation that representatives of CommScope Holding Company, Inc. (the "Company") intend to use in connection with various calls and virtual meetings with stockholders prior to the Company's annual stockholders meeting.



COMMSCOPE®

Investor Outreach Annual Meeting

April 2021

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Agenda & Speakers

- Introductions
- Company Overview
- Corporate Governance
- Executive Compensation
- Sustainability
- Voting Items
- Q&A



Burk Wyatt
Chief Legal Officer



Russell Johnson
Treasurer & Investor
Relations



Tom Drake
Total Rewards



William Pleasant
Corporate Ethics and
Compliance Officer



Tom Verbeke
Talent & Organizational
Development



Michael McCloskey
Investor Relations

OUR PURPOSE

We create lasting connections

OUR VISION

We push the boundaries of technology to create the world's most advanced networks

OUR VALUES

Act with integrity



Our integrity is our moral compass, our core belief in doing the right thing. We find purpose and success through our uncompromising commitment toward our customers, partners and each other. We demonstrate candor, trust, respect, authenticity, honesty and accountability in everything we do.

Innovate for customer success



Our customers look to us as enablers of their success. We innovate with their needs in mind. Our end-to-end network expertise and commitment to our promises build the trust that drives deeper engagement and secures our ongoing success.

Continuously improve



Challenge the status quo! A meticulous pursuit of betterment sets us apart by making decisions faster, responding to our customers quicker and being more opportunistic. Embrace challenges, criticism and diversity in thought as the basis for improvement for ourselves, our customers, our communities and our planet.

Win as one team



Always together, never alone. Part of what makes us unique is our diverse set of experiences and perspectives, which provide a uniquely strong support system. Always there for our colleagues, we work together, across borders and boundaries, toward a singular goal—to win.

CommScope NEXT – April 8, 2021 Announcement

Taking Actions to Strengthen CommScope

Spin-off of Home Networks

- Currently expected to be executed through a tax-free spin-off to CommScope shareholders to form a new and independent publicly traded Home Networks company
- Creates a leading connected home solutions provider, enabling an accelerated pace of innovation toward a “Connected Home” vision of the future

Significant Cost Reductions

- Cost reduction actions will drive meaningful operating expense savings
- Cost actions are expected to, at a minimum, offset the Non-GAAP Adjusted EBITDA impact of spinning off the Home Networks business
- Provides additional financial flexibility to invest in growth areas

CommScope NEXT

- CommScope NEXT is an ongoing transformation for future success
- Post-spin CommScope positioned to drive higher profitability, growth and shareholder value

2020 at a Glance

BUSINESS

Employee safety

Meeting customer commitments

Manufacturing diversity and resilience

TECHNOLOGY

Progress in 5G and Wi-Fi 6

Future business with C-Band, CBRS and RDOF

New opportunities with virtualization, cloud and analytics

FINANCIALS

4Q'20 bottom-line growth – quarter over quarter and year over year

Leveraged variable cost structure to reduce operating costs throughout business

Delivering over \$150 million in synergies, one year ahead of schedule

CUSTOMERS AND PARTNERS

Strong OEM partnerships

Investing in key verticals and geographies

Expanding retail channels to market

Full Year 2020 Results as Reported at February 17th Earnings Call

(In \$millions, except per share amounts)

	FY'19 Results	FY'19 Results Combined Company ⁽³⁾	FY'20 Results	Y/Y Change From Combined Company*
Net Sales ⁽¹⁾	\$8,345	\$9,755	\$8,436	-14%*
Adj. EBITDA ⁽²⁾	\$1,298	\$1,368	\$1,215	-11%*
Adj. EPS ⁽²⁾	\$2.15	n/a	\$1.56	-27%
Adj. Free Cash Flow ⁽²⁾	\$793	n/a	\$415	-48%

Proactive balance sheet management provides runway before next significant debt maturities

- Since close of ARRIS acquisition, CommScope has repaid over \$800 million of debt with focus on near-term opportunities
 - \$108 million of debt repayment during the fourth quarter

Cash & liquidity remain strong despite challenging environment

- Ended the 4th quarter with available liquidity of ~\$1.3 billion

Continued focus on debt repayment & de-leveraging

- 7.1x net leverage as of 12/31/2020⁽¹⁾
- Long-term leverage target of 2.0x – 3.0x
- Continued commitment to prioritizing debt repayment as the business generates excess cash

Disciplined execution yielding solid FY20 results despite continued market uncertainty





















(1) Net sales as presented for FY'20, FY'19 include reductions of revenue related to deferred revenue acquisition accounting adjustments of \$20.6 million and \$45.4 million, respectively.

(2) See appendix for reconciliation of non-GAAP adjusted measures.

(3) For comparisons described as combined company, January 1 – April 3, 2019 includes historical ARRIS results reflecting certain classification changes to align to CommScope's presentation.

2021 End Markets

Evolving technology trends are expected to provide mostly favorable tailwinds

Market	Demand Outlook	Key 2021 Business Drivers		
 Broadband Networks		 <p>Work-from-home and virtual learning continue to drive operator network spend</p>	 <p>RDOF expected to fund fiber deployments passing millions of underserved homes</p>	 <p>Operators balancing network spend between head-end and outside plant to address capacity needs in both the uplink and downlink</p>
 Outdoor Wireless Networks		 <p>C-BAND auction sets the stage for 2H 2021 macro tower spend</p>	 <p>Potential for international recovery as commodity and currency volatility subside</p>	 <p>Metro layer build outs may face further permitting delays in 1H'21 due to COVID-19</p>
 Venue & Campus Networks		 <p>Migration to cloud driving hyperscale and MTDC 5G demand for more robust in-building mobile, Wi-Fi and wired solutions</p>	 <p>Uncertain environment for new commercial real estate, partial offset for retrofits to enable return to work</p>	 <p>Enterprise market will vary by vertical</p>
 Home Networks		 <p>Work-from-home, virtual learning and increased media consumption drive upgrades to broadband CPE</p>	 <p>OTT trends continue to place pressure on video</p>	 <p>Larger component lead times stretch realization of sales backlog</p>

Highly Qualified and Engaged Board Members with Deep Expertise

Board Leadership Structure



Claudius (Bud) E. Watts IV
Chairman of the Board

Private Investor and Founding Partner of Meeting Street Capital, LLC

- Age: 59
- Director Since: 2011
- Committees: None



Timothy T. Yates
Lead Independent Director

Various Senior Leadership Roles Including EVP, CFO and CEO at Monster Worldwide, Inc. (2007-2016)

- Age: 73
- Director Since: 2013
- Committees: Audit (Chair)



Austin A. Adams *Retiring Effective 2021 Annual Meeting*
Independent Director
EVP and Corporate CIO of JPMorgan Chase (2004-2006)

- Age 77
- Director Since: 2014
- Committees: Audit



L. William (Bill) Krause
Independent Director
President of LWK Ventures

- Age 78
- Director Since: 2011
- Committees: Compensation; Nominating and Corporate Governance



Derrick A. Roman *New in 2021*
Independent Director
Audit, Consulting and Senior Client Relationship Partner at PricewaterhouseCoopers LLP (1997-2020)

- Age 57
- Director Since: 2021
- Committees: Audit



Mary S. Chan *New in 2020*
Independent Director
Managing Partner at VectoIQ, LLC

- Age 58
- Director Since: 2020
- Committees: Compensation



Patrick R. McCarter *New in 2020*
Independent Director
Head of Global Technology, Media and Telecommunications Sector at The Carlyle Group LP

- Age 46
- Director Since: 2020
- Committees: Compensation; Nominating and Corporate Governance



Charles L. Treadway *New in 2020*
President and CEO of Commscope

- Age 55
- Director Since: 2020
- Committees: None



Frank M. Drendel
Founder and Chairman Emeritus
Chairman of the Board of Commscope (2011-2020); Founder, CEO and Chairman of the Board of Commscope (1976-2011)

- Age 76
- Director Since: 2011
- Committees: None



Joanne M. Maguire
Independent Director
EVP of Lockheed Martin Corporation (2006-2013)

- Age 67
- Director Since: 2016
- Committees: Nominating and Corporate Governance (Chair)



Stephen (Steve) C. Gray
Independent Director
Founder and Chairman of Gray Venture Partners, LLC

- Age 62
- Director Since: 2011
- Committees: Compensation (Chair)



Thomas J. Manning
Independent Director
Executive Chairman of Cresco Labs

- Age 65
- Director Since: 2014
- Committees: Audit

The Board's focus on and commitment to refreshment and diversity led to the successful appointment of **3 new independent directors in 2 years**

- **Enhanced** Board Skills and Diversity
- Bring **New Perspectives** to the Board and its Committees

Corporate Governance Enhancements and Best Practices

Governance Best Practices

NEW Company proposal to **declassify the Board** at 2021 Annual Meeting

NEW Enhanced **gender and racial/ethnic diversity** on the Board

NEW Board commitment to refreshment led to successful appointment of **1 new independent director in 2021 and 2 new independent directors in 2020**

Strong independent Board with Separate Chair and CEO and Lead Independent Director

Risk oversight at Committee and Board level, including ESG policies / practices

Regular Board and Committee self-evaluations

Majority vote standard for uncontested director elections

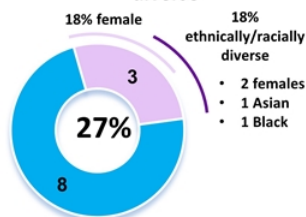
No poison pill

Proactive year-round engagement with stockholders

Compensation risk mitigating policies: stock ownership guidelines; clawback policy; anti-hedging and anti-pledging policies

Diverse Representation

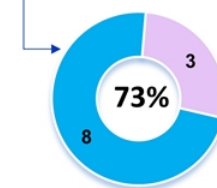
gender – racially/ ethnically diverse



- The Board continues to **actively monitor** and evaluate Board composition and diversity
- The Board regularly evaluates desired attributes based on the **Company's strategy and evolving needs**

Majority Independent

independent



Balanced Mix of Ages



63 years – average director age

Note: Above data exclude Mr. Adams who is retiring effective 2021 Annual Meeting.

New Leadership Team to Advance Our Strategic Priorities

Recent Leadership Changes

- New-hire Charles “Chuck” Treadway appointed President and CEO on October 1, 2020 as part of the Board’s ongoing succession planning
 - Claudius E. “Bud” Watts IV (Lead Independent Director) appointed employee Chairman
 - Timothy T. Yates (Audit Chair) appointed Lead Independent Director
 - New-hire John “Jack” Carlson joined as Chief Commercial Officer on November 10, 2020
 - New-hire Kyle Lorentzen joined as Sr. V.P. and Chief Transformation Officer on December 14, 2020

Key Considerations in Structuring Compensation

- Awards structured to ensure alignment with creation of sustainable, long-term value for our stockholders through our strategic transformational plan
- CEO and other NEOs’ compensation is designed to be
 - Heavily equity-based and at-risk
 - Tied to CommScope’s stockholder value creation through stock price appreciation
- Pay packages commensurate with experience and in line with peers and market

Compensation Heavily Weighted Towards Performance-based Equity and Tied to Rigorous Stock Price Performance Hurdles

New Leadership Team Pay Design

- Majority of equity awards are performance-based PSUs (69%)
- Require rigorous Company stock price hurdles ranging from \$15 to \$40
- 4-year performance period with continued service requirement
- Not eligible for additional equity grants until fiscal 2022

The Board continues to consider the long-term interest of the Company and our stockholders when making decisions regarding our compensation program

CEO Inducement Equity with Rigorous Performance Hurdles

- All equity awards subject to continuous service with the Company after grant date
- **500,000 restricted stock units** vest equally over a three-year period
- **1,100,000 performance share units** with rigorous stock price hurdles ranging from \$15 to \$40 over a 4-year performance period
 - The average closing price over a 60-day period prior to the end of a performance period must equal or exceed the Target Price.
- Initial grant made in October 2020; not eligible for additional equity grants until **fiscal 2022**



Selective Performance-based Equity for non-CEO Leadership

In addition to attracting top talent, the Board believes it is critical to retain, encourage and motivate our highly experienced and talented senior leadership team beyond the CEO

Background and Key Considerations for Proposed Termination of Performance-based Options

- In 2019, following the CommScope-ARRIS combination, **Board approved granting of EPOP¹ options** to align and reward executives for exceptional business performance and stock price growth
 - Front-loaded as the **intent was to cover equity awards in 2019, 2020 and 2021**
 - **No other equity awards following EPOP grant in 2019** (other than to Messrs. Treadway, White and Carlson who did not join CommScope until 2020)
 - 50% time-based and 50% performance-based options
 - Performance-based EPOP options **designed to achieve rigorous annual and cumulative EBITDA goals over five years** to drive cash generation and reduce debt
 - Committee determined 2019 and 2020 goals were not met and it was unlikely targets for the remainder of the performance period would be achieved
 - **Stockholders expressed disfavor** with the performance-based EPOP options during 2020 engagement
- **Stockholder approval required** to terminate performance-based EPOP options and grant EPRG in the form of PSUs

¹ Executive Performance Option Program (EPOP)

Rationale for Proposed Grant of Selective Performance-based Retention Equity Awards

- **CommScope is at a critical juncture and needs to retain our top talent**, with extensive experience and institutional knowledge of our business and industry in a highly competitive environment
 - Since the original EPOP grants were made, **7 of 14 recipients have left** to pursue other opportunities
 - **Remaining 7 executives are critical to CommScope and at risk of leaving**
- **Seven executives and one senior officer will be awarded Executive Performance Retention Grants (EPRG)** consisting of PSUs that vest upon similar conditions as PSUs granted to Messrs. Treadway and Carlson, with awards tied to performance and service criteria
- Compensation Committee believes performance-based EPOP options **no longer provide incentive or retention value** for senior leadership team
- **Alignment of performance objectives across Senior Management** is important to driving success for long-term value creation and executing on our strategic priorities
- **Stockholder approval required** to terminate performance-based EPOP options and grant EPRG in the form of PSUs

EPRG: Linking Stockholder Value Creation and Compensation

Key Features of EPRG

- Replaces realizable pay opportunity of the **EBITDA-based portion of the 2019 EPOP**¹
- **Composed of PSUs** that vest based on achievement of stock price hurdles over a 60-day trading period, ranging from \$15 to \$40 in \$5 increments, and service requirements
- **Vesting period is approximately 3.5 years**, through October 1, 2024
- Each tranche will be earned at the earliest date when **both the stock price hurdle and minimum time vesting requirements have been met**
- Average trading price, once met, is not required to be continuously satisfied through the applicable service date
- Any unearned shares after October 1, 2024 **will be forfeited**
- **Time-based EPOP options will continue to vest**; only the performance-based portion of the 2019 EPOP options will terminate
- **Stockholder approval required** to terminate performance-based EPOP options and grant EPRG in the form of PSUs

We are seeking approval from our stockholders to terminate the performance-based EPOP options and provide replacement grants of EPRG in the form of PSUs.

¹ Executive Performance Option Program (EPOP)

Focus on Human Capital During Our Response to COVID-19

Protecting and Caring for our Employees

- Rigorous health and safety protocols at facilities worldwide
- Temporary work-from-home arrangements and paid leave for those directly impacted by COVID-19
- Wellness webinars and free resources to help employees manage work and home life

Helping our Customers and Partners

- Providing communications equipment and expertise to support critical industries
- Donated outdoor wireless access points, switches and support to ITDRC for pop-up emergency healthcare centers and homework hot spots
- Free infrastructure training, extended support for global education and hospitality customers of RUCKUS gear

Supporting our Communities

- Donated face shields and masks for healthcare workers
- CommScope matching employee donations to selected global hunger relief organizations
- Employee paid leave can be used to support COVID-19 community outreach, including check-ins with CommScope retirees



Diversity & Inclusion BUSINESS NETWORK


launched on June 8, 2020

Diversity & Inclusion BUSINESS NETWORK

Our Purpose

We foster a dynamic and inclusive workplace that embraces our diverse people and experiences and empowers us to deliver results for our customers and growth for our company.

We provide CommScope employees with opportunities to network, learn and lead, to help grow careers, support communities and create lasting connections with our customers, partners and suppliers.



Diversity & Inclusion BUSINESS NETWORK

Our Strategy

- Provide business-relevant development and networking opportunities for all members
- Cultivate the growth and development of all members while maintaining focus on female leaders and early-career professionals
- Engage in community STEM efforts to support the next generation of technologists
- Help leaders fuel collaboration by harnessing diversity as we innovate for our customers' success
- Collaborate across CommScope to embed a diversity and inclusion focus in our business and organization strategies



DIBN Member count as of 3/15/21

1,805

DIBN Ambassadors

98

DIBN Leadership Council Members

27






Top 10 Largest Global Member Sites

- US Remote Employees
- Reynosa, Mexico
- Horsham, PA, USA
- Suwanee, GA, USA
- Suzhou, China
- Shenzhen, China
- Richardson, TX, USA
- Bangalore, India
- Shakopee, MN, USA
- Bray, Ireland

The DIBN Leadership Council in CommScope










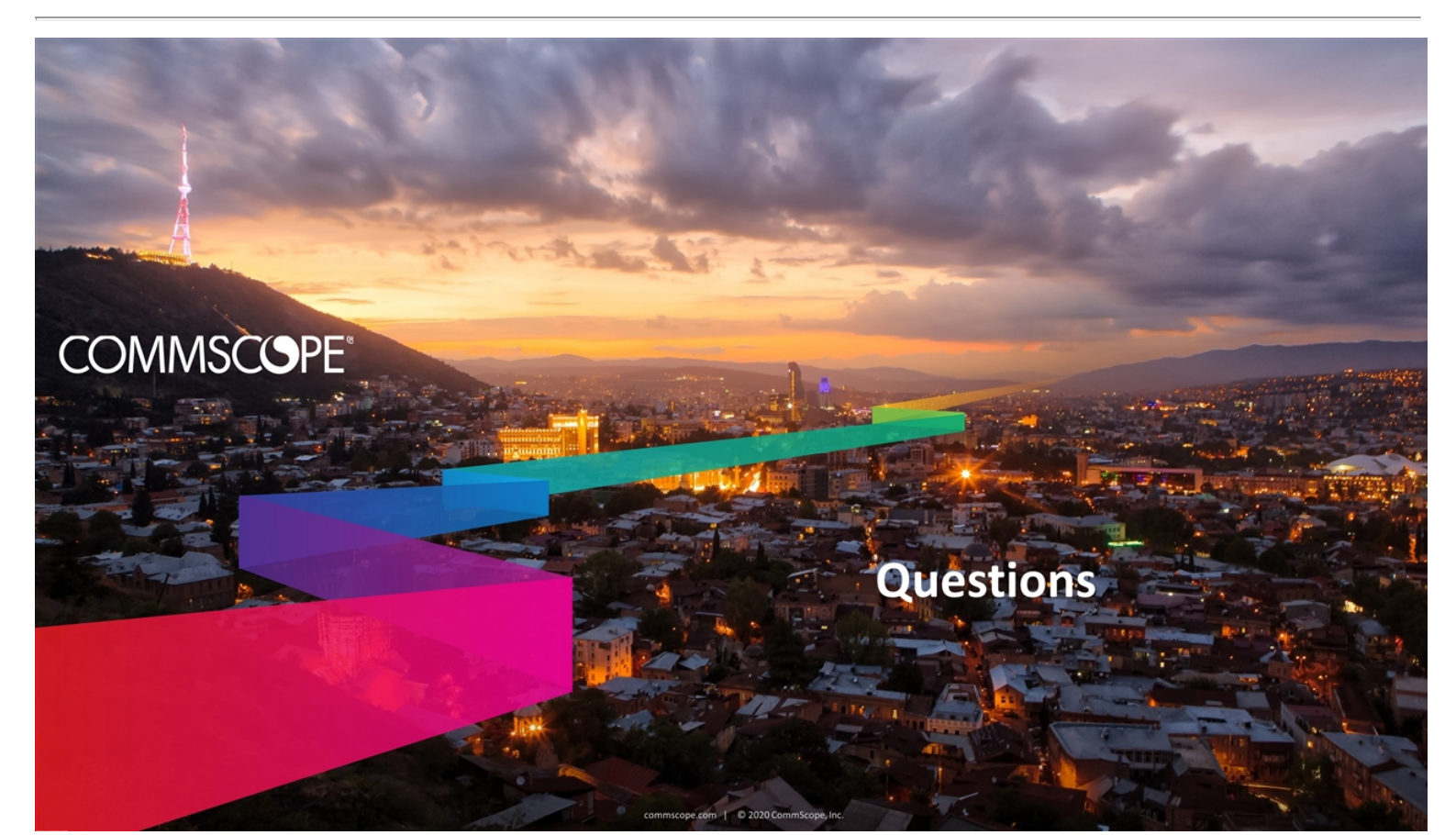
Sustainability Objectives Progress Update

 ETHICS & GOVERNANCE	 OUR PEOPLE	 SUSTAINABLE PRODUCTS	 RESPONSIBLE SUPPLY CHAIN	 OUR BUSINESS OPERATIONS
COMPLETE				
<ul style="list-style-type: none"> ✓ Update the current CR&S strategy to consider the output of the recent materiality assessment and transforming business. ✓ Publish a combined and assured Sustainability Report aligned with the GRI and SASB standards. ✓ Implement an employee sustainability awareness project. ✓ Target ethics and compliance training to achieve greater than 95% training completion rate. 	<ul style="list-style-type: none"> ✓ Launch a company-wide, global diversity & inclusion initiative. ✓ Align our people and culture globally with our newly developed purpose, vision and values. ✓ Continue to drive a coaching and learning culture through the organization. ✓ Embed and develop our Diversity & Inclusion initiatives and strategy further, both internally and externally ✓ Integrate our culture and purpose work into all aspects of our employee experience 	<ul style="list-style-type: none"> ✓ Ensure that applicable STB & SNE products meet and exceed energy efficiency voluntary agreements (VAs) and standards. ✓ Continue to provide leadership in driving the SCTE's Energy goals and standards development for network energy efficiency. ✓ Perform conflict minerals reasonable country of origin inquiry for all relevant suppliers. 	<ul style="list-style-type: none"> ✓ Continue to complete annual sustainability assessments for all in scope suppliers. ✓ Ensure all CommScope sites are not "High Risk" during the annual RBA risk assessment review. ✓ Ensure all suppliers sign CommScope supplier code of conduct. ✓ Ensure 100% of 'High Risk' suppliers complete a CR audit. 	<ul style="list-style-type: none"> ✓ Reduce our 2019 GHG emissions by 2% by the end of 2020. ✓ Reduce our 2019 energy consumption by 2% by the end of 2020. ✓ Identify opportunities to leverage the benefits of renewable energy across our operations.
IN PROCESS				
<ul style="list-style-type: none"> • Expand the ISO14001 and ISO45001 certification scope to all manufacturing facilities. 		<ul style="list-style-type: none"> • Leverage the benefits of Eco-design across our products and packaging to drive performance improvements. 	<ul style="list-style-type: none"> • Evolve our supplier responsibility strategy to consider the changing business. 	<ul style="list-style-type: none"> • Develop long term GHG reduction targets. • Ensure beneficial reuse (BRE) of waste exceeds 90%. • Ensure water use meets global water industrial consumption limits.

We Request Your Support at the 2021 Annual Meeting

The Board asks that you vote **FOR** all Board proposals

Ballot Item	Proposal	Board Recommendation
Item 1	To approve a proposal to amend the Company's amended and restated certificate of incorporation (our Certificate of Incorporation) to declassify the Company's Board of Directors	 FOR
Item 2	To elect one director designated by Carlyle for a term ending at the 2022 Annual Meeting of Stockholders or until his successor is elected and qualified to serve	 FOR
Item 3	To elect four directors to the Board of Directors of CommScope	 FOR All
Item 4	To approve, on a non-binding advisory basis, the compensation of our NEOs, as described in our 2021 Proxy Statement	 FOR
Item 5	To approve additional shares under our 2019 Long Term Incentive Plan	 FOR
Item 6	To approve the termination of executive performance options and grant of selective performance-based retention equity awards	 FOR
Item 7	To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2021	 FOR



COMMSCOPE®

Questions

Appendix

Selected information from
February 17, 2021 Earnings Call

Adjusted EBITDA and Adjusted Net Income Reconciliation

CommScope Holding Company, Inc.
 Reconciliation of GAAP Measures to Non-GAAP Adjusted Measures
 (Unaudited – In millions, except per share amounts)

	Three Months Ended		Three Months Ended		For the Year Ended	
	September 30, 2020	September 30, 2019	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Net income (loss), as reported	\$ (116.3)	\$ 23.9	\$ (436.7)	\$ (573.4)	\$ (929.5)	\$ (929.5)
Income tax expense (benefit), as reported	9.3	(43.9)	(56.9)	(81.1)	(144.5)	(144.5)
Interest income, as reported	(1.3)	—	(2.2)	(4.4)	(18.1)	(18.1)
Interest expense, as reported	147.2	139.9	153.6	577.8	577.2	577.2
Other (income) expense, net, as reported	16.9	(0.9)	2.9	29.3	6.4	6.4
Operating income (loss), as reported	\$ 55.8	\$ 119.0	\$ (339.3)	\$ (511.8)	\$ (508.5)	\$ (508.5)
Adjustments:						
Amortization of purchased intangible assets	158.1	157.0	205.9	630.5	593.2	593.2
Restructuring costs, net	40.3	4.8	9.3	88.4	87.7	87.7
Equity-based compensation	34.0	25.0	32.1	115.0	90.8	90.8
Asset impairments	—	—	376.1	206.7	376.1	376.1
Transaction and integration costs	4.8	7.1	5.3	24.9	195.3	195.3
Acquisition accounting adjustments	5.1	4.9	(8.6)	20.6	264.2	264.2
Patent claims and litigation settlements	(1.4)	5.0	—	16.3	55.0	55.0
Executive severance	6.3	—	—	6.3	—	—
Depreciation	38.9	39.7	42.7	158.3	143.7	143.7
Total adjustments to operating loss	286.1	243.5	662.8	1,267.0	1,806.0	1,806.0
Non-GAAP adjusted EBITDA	\$ 341.9	\$ 362.2	\$ 323.6	\$ 1,215.2	\$ 1,297.5	\$ 1,297.5
Net income (loss), as reported	\$ (116.3)	\$ 23.9	\$ (436.7)	\$ (573.4)	\$ (929.5)	\$ (929.5)
Adjustments:						
Total pretax adjustments to adjusted EBITDA	247.2	203.8	620.2	1,108.7	1,662.4	1,662.4
Pretax amortization of debt issuance costs and OID ⁽¹⁾	12.8	8.0	7.9	34.5	33.4	33.4
Pretax acquisition related interest ⁽²⁾	—	—	—	—	30.2	30.2
Pretax loss on debt transactions ⁽²⁾	14.9	3.0	—	17.9	—	—
Tax effects of adjustments and other tax items ⁽³⁾	(35.5)	(94.9)	(84.8)	(216.7)	(317.1)	(317.1)
Non-GAAP adjusted net income	\$ 123.1	\$ 143.8	\$ 106.6	\$ 371.0	\$ 479.4	\$ 479.4
GAAP EPS, as reported ⁽⁴⁾	\$ (0.66)	\$ 0.05	\$ (2.32)	\$ (3.20)	\$ (5.02)	\$ (5.02)
Non-GAAP adjusted diluted EPS ⁽⁵⁾	\$ 0.51	\$ 0.59	\$ 0.46	\$ 1.56	\$ 2.15	\$ 2.15

(1) Included in interest expense.
 (2) Included in other income (expense), net.
 (3) The tax rates applied to adjustments reflect the tax expense or benefit based on the tax jurisdiction of the entity generating the adjustment. There are certain items for which we expect little or no tax effect.
 (4) For all periods presented, GAAP EPS was calculated using net income (loss) attributable to common stockholders in the numerator, which includes the impact of the Series A convertible preferred stock dividend.
 (5) The Company's definition of non-GAAP adjusted diluted EPS is non-GAAP adjusted net income, excluding the Series A convertible preferred stock dividend, divided by weighted average shares outstanding assuming the if-converted method, which reflects the conversion of the Series A convertible preferred stock.

Note: Components may not sum to total due to rounding.
 See Description of Non-GAAP Financial Measures

Adjusted Free Cash Flow Reconciliation

CommScope Holding Company, Inc.
Adjusted Free Cash Flow
(Unaudited – In millions)

Adjusted Free Cash Flow

	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Full Year 2020	Full Year 2019
Cash flow from operations	\$ 336.0	\$ (42.7)	\$ 209.1	\$ 172.2	\$ 97.7	\$ 436.2	\$ 596.4
Capital expenditures	(31.8)	(23.9)	(23.8)	(25.8)	(47.7)	(121.2)	(104.1)
Free cash flow	304.2	(66.6)	185.3	146.4	50.0	315.0	492.3
Transaction and integration costs	5.5	3.4	9.1	4.8	4.3	21.7	210.7
Restructuring	12.9	20.1	23.0	24.8	10.8	78.7	89.9
Adjusted free cash flow	\$ 322.6	\$ (43.1)	\$ 217.4	\$ 176.0	\$ 65.1	\$ 415.4	\$ 792.9

See Description of Non-GAAP Financial Measures