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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

COMMSCOPE HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-4332098
(I.R.S. Employer
Identification No.)

**1100 CommScope Place, SE
Hickory, North Carolina 28602**
(Address, including zip code, of Principal Executive Offices)

ARRIS International plc 2016 Stock Incentive Plan
(Full title of the plan)

Frank B. Wyatt, II
Senior Vice President, Chief Legal Officer and Secretary
CommScope Holding Company, Inc.
1100 CommScope Place, SE
Hickory, NC 28602
(828) 324-2200
(Name, address and telephone number of agent for service)

Copies to:

Michael L. Stevens
Alston & Bird LLP
One Atlantic Center
1201 W. Peachtree Street
Atlanta, Georgia 30309
(404) 881-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value	2,100,000(1)	\$22.09(2)	\$46,389,000(2)	\$5,622.35

- (1) Reflects shares that may be issued under the ARRIS International plc 2016 Stock Incentive Plan (the "ARRIS Plan"), including additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the ARRIS Plan. The ARRIS Plan was assumed by CommScope Holding Company, Inc. (the "Company") in connection with the Company's acquisition of ARRIS International plc on April 4, 2019. Shares issued by the Company under the ARRIS Plan will be issued in accordance with Rule 5635 and IM-5635-1 of the Nasdaq Stock Market.
- (2) Determined pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Company's common stock ("Common Stock") on the Nasdaq Global Select Market on April 1, 2019.
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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

(a) The documents constituting Part I of this registration statement on Form S-8 (this "Registration Statement") will be delivered to participants in the ARRIS Plan as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above mentioned information should be directed to the Company's Secretary at telephone number (828) 324-2200 or the address on the cover of this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference and deemed to be a part hereof (excluding any portions of such documents that are deemed to be "furnished" but not "filed" for purposes of the Exchange Act):

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on February 21, 2019;
- (b) The Company's Current Reports on Form 8-K, filed with the Commission on January 3, 2019; February 7, 2019; February 15, 2019; February 19, 2019; and April 4, 2019; and
- (c) The description of the Common Stock contained in the Company's registration statement on Form 8-A, filed with the Commission on October 22, 2013 (File No. 001-36146) and any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by the Company subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

The Company's amended and restated certificate of incorporation provides that its directors will not be personally liable to the Company or its stockholders for monetary damages resulting from breach of their fiduciary duties. However, nothing contained in such provision will eliminate or limit the liability of directors (1) for any breach of the director's duty of loyalty to the Company or the Company's stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) under Section 174 of the DGCL or (4) for any transaction from which the director derived an improper personal benefit.

The Company's amended and restated bylaws provide for indemnification of the officers and directors to the full extent permitted by applicable law.

In addition, the Company has entered into agreements to indemnify its directors and executive officers containing provisions which are in some respects broader than the specific indemnification provisions contained in the DGCL. The indemnification agreements require the Company, among other things, to indemnify its directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of CommScope Holding Company, Inc. (Incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q (File No. 001-36146), filed with the Commission on November 7, 2013).
3.2	Fourth Amended and Restated By-Laws of CommScope Holding Company, Inc. (as adopted December 13, 2016) (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36146), filed with the Commission on December 14, 2016).
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	ARRIS International plc 2016 Stock Incentive Plan.

Item 9. Undertakings.

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hickory, state of North Carolina, on this 4th day of April, 2019.

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Marvin S. Edwards, Jr.
Marvin S. Edwards, Jr.
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank B. Wyatt, II, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, agent or his substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marvin S. Edwards, Jr.</u> Marvin S. Edwards, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	April 4, 2019
<u>/s/ Alexander W. Pease</u> Alexander W. Pease	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 4, 2019
<u>/s/ Brooke B. Clark</u> Brooke B. Clark	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 4, 2019
<u>/s/ Frank M. Drendel</u> Frank M. Drendel	Director and Chairman of the Board	April 4, 2019
<u>/s/Austin A. Adams</u> Austin A. Adams	Director	April 4, 2019
<u>/s/ Daniel F. Akerson</u> Daniel F. Akerson	Director	April 4, 2019
<u>/s/ Campbell R. Dyer</u> Campbell R. Dyer	Director	April 4, 2019
<u>/s/ Stephen C. Gray</u> Stephen C. Gray	Director	April 4, 2019

<u>/s/ L. William Krause</u> L. William Krause	Director	April 4, 2019
<u>/s/ Joanne M. Macguire</u> Joanne M. Macguire	Director	April 4, 2019
<u>/s/ Thomas J. Manning</u> Thomas J. Manning	Director	April 4, 2019
<u>/s/ Claudius E. Watts IV</u> Claudius E. Watts IV	Director	April 4, 2019
<u>/s/ Timothy T. Yates</u> Timothy T. Yates	Director	April 4, 2019

ALSTON & BIRD

One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424
404-881-7000 | Fax: 404-253-8858

Michael L. Stevens

Direct Dial: 404-881-7970

Email: mike.stevens@alston.com

April 4, 2019

CommScope Holding Company, Inc.
1100 CommScope Place, SE
Hickory, NC 28602

Re: Registration Statement on Form S-8 – ARRIS International plc 2016 Stock Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to CommScope Holding Company, Inc., a Delaware corporation (the “Corporation”), in connection with the above-referenced Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by the Corporation with the Securities and Exchange Commission (the “Commission”) to register under the Securities Act of 1933, as amended (the “Securities Act”), 2,100,000 shares of the Corporation’s common stock, \$0.01 par value per share (the “Shares”), which may be issued pursuant to the ARRIS International plc 2016 Stock Incentive Plan (the “Plan”). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission’s Regulation S-K.

In connection with our opinion below, we have examined the Amended and Restated Certificate of Incorporation of the Corporation, the Fourth Amended and Restated By-Laws of the Corporation, records of proceedings of the Board of Directors of the Corporation deemed by us to be relevant to this opinion letter, the Plan and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Corporation and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinion set forth below is limited to the General Corporation Law of the State of Delaware, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution that, in our professional judgment, are normally applicable to transactions of the type contemplated by the Plan, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

Based on the foregoing, it is our opinion that the Shares are duly authorized for issuance, and, when issued by the Corporation in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

ALSTON & BIRD LLP

By: /s/ Michael L. Stevens
Michael L. Stevens, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) dated April 4, 2019 pertaining to the ARRIS International plc 2016 Stock Incentive Plan of our reports dated February 20, 2019, with respect to the consolidated financial statements of CommScope Holding Company, Inc. and the effectiveness of internal control over financial reporting of CommScope Holding Company, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Charlotte, North Carolina
April 4, 2019

**ARRIS INTERNATIONAL PLC
2016 STOCK INCENTIVE PLAN**

1. PURPOSE AND EFFECTIVE DATE. ARRIS International plc, registered in England & Wales with company number 09551763 (the “Company”) has established this 2016 Stock Incentive Plan (the “Plan”) to facilitate the retention and continued motivation of key employees and executive directors and to align more closely their interests with those of the Company and its stockholders. This Plan will be effective on the day it is approved by the Company’s stockholders (the “Effective Date”). No grants shall be made under this Plan subsequent to ten (10) years after the Effective Date. This Plan will have no impact on the Company’s existing stock incentive plans or the awards outstanding thereunder.

2. ADMINISTRATION. The Plan shall be administered by the Compensation Committee of the Company’s Board of Directors or such other Board committee consisting solely of independent directors (as determined by the Board or a committee thereof) as the Board may designate (the “Committee”). The Committee has the authority and responsibility for the interpretation, administration and application of the provisions of the Plan, and the Committee’s interpretations of the Plan, and all actions taken by it and determinations made by it, shall be binding on all persons. The Committee may authorize one or more members of the Board, including the Chief Executive Officer if he is a member, to grant awards subject to such limitations as the Committee may impose. Under no event may such designee grant awards to a key employee or executive director who is required to file reports under Section 16 of the U.S. Securities Exchange Act of 1934 or is an “officer” for purposes of Section 162(m) of the U.S. Internal Revenue Code (the “Code”). No Board or Committee member shall be liable for any determination, decision or action made in good faith with respect to the Plan.

3. SHARES SUBJECT TO PLAN. A total of 31,215,000 ordinary shares, or rights with respect to ordinary shares of the Company (“Shares”) may be issued pursuant to the Plan. The Shares may be authorized but unissued Shares or Shares reacquired by the Company and held in its treasury. In determining the number of Shares available for awards:

- (a) Grants of awards under the Plan will reduce the number of Shares available thereunder by the maximum number of Shares obtainable under such grants.
- (b) Awards of stock, stock units, restricted stock, performance shares and units, and dividend equivalent rights will reduce the number of shares that may be issued hereunder at the rate of 1.87 Shares per Share or interest granted.
- (c) The aggregate number of Shares with respect to which incentive stock options under Section 422 of the Code may be issued under the Plan shall not exceed 5,000,000.
- (d) If all or any portion of the Shares otherwise subject to an award under the Plan or any predecessor plan, including the 2011 Stock Incentive Plan, are not delivered or do not vest as a result of the cancellation, expiration or termination of any option, right or unit, the settlement of any award in cash, the forfeiture of any restricted stock or performance shares, or the repurchase of any Shares by the Company from a participant for the cost of the participant’s investment in the Shares, such number of Shares shall be available (again) for issuance under the Plan.
- (e) The Company, in its discretion, may withhold or cancel shares for the payment of withholding and other taxes, and such Shares, along with shares and other awards repurchased by the Company from a person using proceeds from the exercise of awards by that person, shall not be available for a future award, and the determination of the number of Shares issued in connection with stock-settled stock appreciation rights shall be based upon the number of Shares with respect to which the rights were based and not just the number of Shares delivered upon settlement.
- (f) Shares issued in connection with awards that are assumed, converted or substituted pursuant to a merger or an acquisition shall not be counted against the Shares that may be issued under the Plan even though, at the election of the Committee, they otherwise may be subject to the Plan.

The number of Shares covered by or specified in the Plan and the number of Shares and the purchase price for Shares under any outstanding awards, may be adjusted proportionately by the Committee for any increase or decrease in the number of issued Shares or any change in the value of the Shares resulting from a subdivision or consolidation of Shares, reorganization, recapitalization, spin-off, payment of stock dividends on Shares, any other increase or decrease in the number of issued Shares made without receipt of consideration by the Company, or the payment of an extraordinary cash dividend. The Committee shall ensure that any adjustment that would have the effect of reducing the price of unissued Shares to less than the nominal value of a Share may only be made if and to the extent that the Committee shall be authorized to capitalize from the reserves of the Company a sum equal to the amount by which the nominal value of the Shares exceeds the adjusted price per Share or, where required by any applicable law, using such mechanism involving a third party as the Committee considers necessary.

4. ELIGIBILITY. All key employees and directors employed by the Company and its subsidiaries within the meaning of

section 1159 of the Companies Act 2006 are eligible to be selected to receive a grant under the Plan by the Committee. The Committee may condition eligibility under the Plan, and any grant or exercise of an award under the Plan, on such conditions, limitations or restrictions as the Committee determines to be appropriate for any reason. No person may be granted in any period of two consecutive calendar years, awards covering more than 1,600,000 Shares. The maximum amount to be granted to any one person pursuant to awards in any calendar year, denominated in dollars, shall not exceed \$8,000,000.

5. **AWARDS.** The Committee may grant awards under the Plan to eligible persons in the form of stock options (including incentive stock options within the meaning of section 422 of the Code), stock grants, stock units, restricted stock, stock appreciation rights, performance shares and units and dividend equivalent rights, and shall establish the number of Shares subject to each such grant and the terms thereof, including any adjustments for reorganizations and dividends, subject to the following:

- (a) All awards granted under the Plan shall be evidenced by written documents in such form and containing such terms and conditions not inconsistent with the Plan as the Committee shall prescribe.
- (b) The exercise price of any option or stock appreciation right shall not be less than the fair market value of a corresponding number of Shares as of the date of grant, except options or stock appreciation rights being granted to replace options or rights not initially granted by the Company or its predecessors may be granted with exercise prices that in the judgment of the Committee result in options or rights having comparable value to the options or rights being replaced.
- (c) The maximum term on options and stock appreciation rights shall not exceed ten (10) years.
- (d) Options and stock appreciation rights shall vest over a minimum of three years (and shall vest no more quickly than ratably), and all other awards shall have a minimum vesting or holding period of three years, provided that (i) awards that are issued in connection with mergers and acquisitions may have vesting and holding periods that are the same as any awards that they are replacing or otherwise as deemed appropriate by the Committee, (ii) a vesting or holding period may be reduced as a result of death, disability, retirement, a merger or sale, termination of employment, change in control or other extraordinary event, (iii) where awards are made within the time period contemplated by section 162(m) of the Code, at the election of the Committee the commencement of the vesting or holding period may relate back to the beginning of the fiscal year or other fiscal period, and (iv) awards to newly-hired eligible persons may have shorter vesting or holding periods designed to align the vesting or holding periods of those awards with the vesting and holding periods generally applicable to other similarly situated eligible persons. In the absence of an extraordinary event, the vesting and holding restrictions applicable to an award shall not be reduced or otherwise waived.
- (e) Awards granted under this Plan shall not be transferred, assigned, pledged or hypothecated or otherwise transferred by the grantee except by will or the laws of descent and distribution to the extent permitted in the award itself.
- (f) No option may be repriced by amendment, substitution or cancellation and regrant unless authorized by the Company's stockholders. Adjustments pursuant to Section 3 above shall not be considered repricing.
- (g) When issuing performance shares or units performance criteria may include: revenue; earnings; earnings before interest, taxes, depreciation and amortization (EBITDA); cash earnings (earnings before amortization of intangibles); operating income; cash flow; net cash flow; return on equity; return on total capital; return on sales; return on assets; return on net assets; economic value added (or an equivalent metric); share price performance; shareholder return; expense levels; operating and other margins; and working capital levels. Performance criteria may be related to a specific customer or group of customers or geographic region. Performance criteria may be measured solely on a corporate, subsidiary or division basis, or a combination thereof; may be calculated on an aggregate or per share basis and either pre-tax or after-tax; and may be determined by attainment of a goal or level of improvement. Performance criteria may reflect absolute performance or a relative comparison of performance to the performance of a peer group of entities or other external measure of the selected performance criteria. Profit, earnings and revenues used for any performance goal measurement may exclude any extraordinary or nonrecurring items and may be adjusted to reflect changes in accounting principles.
- (h) Awards may be settled in cash, shares or deferred delivery, as authorized by the Committee.
- (i) Shares available under the Plan may be used as form of payment for compensation, grants or rights earned or due under other Company plans or arrangements.

5A. **LIMITATIONS ON AWARDS.** Notwithstanding the other provisions of the Plan:

- (a) Where shares are to be issued direct to a participant pursuant to an option or stock appreciation right, the exercise price shall not be less than the aggregate nominal value of such Shares.
- (b) Shares shall not be issued under the Plan directly to participants for less than the nominal value of a Share. Where Shares are to be issued and no amount is to be paid by a participant, where required by any applicable law, this may be done using such mechanism involving a third party as the Committee considers necessary or by the

Company paying (or procuring payment of) a bonus to the participant in respect of the nominal value of each share and, with the participant's agreement, using such amount to pay up nominal value or by capitalizing reserves in accordance with the Articles of Association.

- (c) Payment for Shares acquired pursuant to an Option shall be made in full upon exercise of the Option in a manner approved by the Committee, which may include any of the following payment methods: (1) in immediately available funds in United States dollars (if appropriate, at such exchange rate as may be determined by the Committee), or by check or (2) by any other means approved by the Committee.

6. AMENDMENT OF THE PLAN. The Board of Directors or the Committee may from time to time suspend, terminate, revise or amend the Plan or the terms of any grant in any respect whatsoever, provided that, without the approval of the stockholders of the Company, no such revision or amendment may increase the number of Shares subject to the Plan, change the provisions of Section 5 above, or expand those eligible for grants under the Plan.

7. PRIOR PLANS. As of the Effective Date no further awards shall be made under any of the Company's prior stock incentive plans.

8. RECOUPMENT. Awards under the Plan shall be subject to any recoupment or clawback policy of the Company in effect on the date of award as well as any applicable law or regulation, including a stock exchange rule, providing for recoupment or clawback and any recoupment or clawback policy that the Company is required to implement as a result of any applicable law or regulation, including a stock exchange rule.

9. GENERAL. The laws of the State of Delaware shall apply to the Plan, except to the extent that matters that are the subject of the Companies Act 2006 and related laws shall be subject to such laws. Nothing herein shall restrict the Board from exercising the authority granted hereunder to the Committee or otherwise from exercising its fiduciary duties.

APPENDIX TO THE ARRIS INTERNATIONAL PLC STOCK INCENTIVE PLAN

(Sub-Plan for Non-Employees)

This Appendix constitutes the Sub Plan of the Arris International plc 2016 Stock Incentive Plan. The terms of the Sub-Plan shall be identical to the terms of the Arris International plc 2016 Stock Incentive Plan, as amended from time to time, except that active consultants and non-executive directors of the Company and its subsidiaries are eligible to be selected to receive a grant under the Plan by the Committee.