

**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): **May 11, 2023**

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 May 11, 2023. 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. There were a total of 209,747,100 shares of common stock, and 1,100,310 shares of Series A Convertible Preferred Stock, which, as of the record date, were convertible into 40,011,232 shares of common stock, eligible to vote at the Meeting. The holders of the Series A Convertible Preferred Stock, voting as a separate class, voted on the election of two directors. The holders of shares of common stock and shares of Series A Convertible Preferred Stock, voting together as a single class (with the holders of Series A Convertible Preferred Stock voting on an as-converted basis as described in the Proxy Statement), voted on the election of nine directors and on three other proposals at the Meeting.

Each of the proposals that were voted upon at the Meeting passed by the votes set forth in the tables below for each proposal.

- (1) The holders of Series A Convertible Preferred Stock, voting as a separate class, voted to elect two directors to serve a term expiring at the Company’s 2024 Annual Meeting of Stockholders or until their successors are elected and qualified to serve:

Name of Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Mindy Mackenzie	40,011,232	-	-	-
Patrick R. McCarter	40,011,232	-	-	-

- (2) The holders of shares of common stock and shares of Series A Convertible Preferred Stock voted together as a single class to elect nine directors for terms ending at the Company’s 2024 Annual Meeting of Stockholders or until their successors are elected and qualified to serve:

Name of Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Mary S. Chan	195,141,113	2,862,652	1,275,687	24,379,310
Stephen C. Gray	194,716,252	3,303,576	1,259,624	24,379,310
L. William Krause	194,478,334	3,541,624	1,259,494	24,379,310
Joanne M. Maguire	186,240,016	11,784,101	1,255,335	24,379,310
Thomas J. Manning	195,468,421	2,536,185	1,274,846	24,379,310
Derrick A. Roman	195,673,239	2,328,164	1,278,049	24,379,310
Charles L. Treadway	195,516,924	2,509,645	1,252,883	24,379,310
Claudius E. Watts IV	195,012,846	3,007,082	1,259,526	24,379,310
Timothy T. Yates	195,491,935	2,509,416	1,278,101	24,379,310

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(3) Non-binding, advisory approval of the compensation of the Company’s named executive officers:	194,268,956	3,692,517	1,317,981	24,379,310

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(4) Approval of additional shares under the Company’s 2019 Long-Term Incentive Plan:	187,453,957	10,532,336	1,293,161	24,379,310

	Votes For	Votes Against	Abstentions
(5) Ratification of Independent Registered Public Accounting Firm for 2023:	222,801,111	702,835	154,816

On May 11, 2023, 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 May 11, 2023.](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: May 12, 2023

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Justin C. Choi

Justin C. Choi
Senior Vice President,
Chief Legal Officer and Secretary



News Release

CommScope Stockholders Approve Proxy Proposals

HICKORY, NC, May 11, 2023—The stockholders of CommScope Holding Company, Inc., a global leader in network connectivity solutions, approved five proxy proposals today at the company's annual meeting of stockholders.

CommScope stockholders re-elected Mary S. Chan, Stephen C. Gray, L. William Krause, Joanne M. Maguire, Thomas J. Manning, Derrick A. Roman, Charles L. Treadway, Claudius E. Watts IV and Timothy T. Yates as directors, each for a term ending at the 2024 annual meeting, and ratified the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the 2023 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 additional shares under the company's 2019 Long-Term Incentive Plan. Additionally, the holders of Series A Convertible Preferred Stock, voting as a separate class, re-elected Mindy Mackenzie and Patrick R. McCarter as directors for a term ending at the 2024 annual meeting.

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About CommScope:

CommScope (NASDAQ: COMM) is pushing the boundaries of technology to create the world's most advanced wired and wireless networks. Our global team of employees, innovators and technologists empower customers to anticipate what's next and invent what's possible. Discover more at www.commscope.com.

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Source: *CommScope*
