

**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>WYATT FRANK B II</u>  (Last) (First) (Middle) <u>C/O COMMSCOPE HOLDING COMPANY, INC.</u> <u>1100 COMMSCOPE PLACE, SE</u>  (Street) <u>HICKORY NC 28602</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel &amp; Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2016</u>	
		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	11/10/2016		M <sup>(1)</sup>		8,900	A	\$8.55	52,577 <sup>(2)</sup>	D	
Common Stock	11/10/2016		s <sup>(1)</sup>		8,900	D	\$34.376 <sup>(3)</sup>	43,677 <sup>(2)</sup>	D	
Common Stock	11/14/2016		M <sup>(1)</sup>		6,200	A	\$8.55	49,877 <sup>(2)</sup>	D	
Common Stock	11/14/2016		s <sup>(1)</sup>		6,200	D	\$35.0234 <sup>(4)</sup>	43,677 <sup>(2)</sup>	D	
Common Stock	11/15/2016		M <sup>(1)</sup>		3,800	A	\$8.55	47,477 <sup>(2)</sup>	D	
Common Stock	11/15/2016		s <sup>(1)</sup>		3,800	D	\$35.05	43,677 <sup>(2)</sup>	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					
Common Stock (Right to Buy)	\$8.55	11/10/2016		M <sup>(1)</sup>			8,900	01/14/2011	01/20/2020	Common Stock 8,900	\$0.00	45,368	D	
Common Stock (Right to Buy)	\$8.55	11/14/2016		M <sup>(1)</sup>			6,200	01/14/2011	01/20/2020	Common Stock 6,200	\$0.00	39,168	D	
Common Stock (Right to Buy)	\$8.55	11/15/2016		M <sup>(1)</sup>			3,800	01/14/2011	01/20/2020	Common Stock 3,800	\$0.00	35,368	D	

**Explanation of Responses:**

- The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2016.
- As previously reported, includes (a) 9,823 restricted stock units that were granted on 02/23/2016 and will vest in three equal installments on 02/23/2017, 02/23/2018, and 02/23/2019; and (b) 5,058 restricted stock units that were granted on 02/24/2015 and will vest ratably on 02/24/2017 and 02/24/2018, each subject to the reporting person's continued employment with the issuer.
- The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$34.0250 to \$34.55. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.
- The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$35.00 to \$35.06. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

**Remarks:**

/s/Frank B. Wyatt, II 11/15/2016  
 \*\* 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.

