

CommScope Holding Company, Inc.
 Form 4
 February 21, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Townsend Joanne

2. Issuer Name and Ticker or Trading Symbol
 CommScope Holding Company, Inc.
 [COMM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP for CommScope, Inc.

C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HICKORY, NC 28602

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.57	02/19/2014		A	16,563 <u>(1)</u>	02/19/2014	11/13/2022	Common Stock	16,563
Stock Option (Right to Buy)	\$ 5.57	02/19/2014		A	4,422 <u>(1)</u>	02/19/2014	11/13/2022	Common Stock	4,422

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Joanne C/O COMMSCOPE HOLDING COMPANY, INC. 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			SVP for CommScope, Inc.	

Signatures

/s/Frank B. Wyatt, II, under a Power of Attorney 02/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On November 13, 2012, the reporting person was granted an option to purchase 82,815 shares of common stock, which vests in five equal annual installments based on the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, (1) 2012, 2013, 2014, 2015 and 2016. The performance criteria for 2013 were exceeded, resulting in vesting of the option as to a total of 20,985 shares (16,563 shares relating to 2013 and, due to the application of the option's catch-up vesting provision, 4,422 shares relating to 2012).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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