

CommScope Holding Company, Inc.
Form 4
February 27, 2017

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 *
WYATT FRANK B II

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)
02/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2017		A		11,355	<u>A</u> (1)	\$ 0 55,032
Common Stock	02/23/2017		F		1,562	D	\$ 37.72 53,470
Common Stock	02/24/2017		A		5,925	<u>A</u> (2)	\$ 0 59,395
Common Stock	02/24/2017		F		2,620	D	\$ 37.32 56,775 (3)

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units vested on the date shown, and the balance of 2,963 performance share units will vest on 02/24/2018, subject to the reporting person's continued employment with the issuer.

- (3) Includes (a) 6,549 restricted stock units that were granted on 02/23/2016 and will vest ratably on 02/23/2018 and 02/23/2019; (b) 2,529 restricted stock units that were granted on 02/24/2015 and will vest on 02/24/2018; (c) 11,355 performance share units that were earned on 02/23/2017 and will vest ratably on 02/23/2018 and 02/23/2019; and (d) 2,963 performance share units that were earned on 02/24/2017 and will vest on 02/24/2018, each subject to the reporting person's continued employment with the issuer.

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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