

Carlyle Group Management L.L.C.

Form 3

April 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Â Carlyle Group Management
L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE
GROUP,Â 1001 PENNSYLVANIA
AVE., N.W. STE 220 S.

(Street)

WASHINGTON,Â DCÂ 20004-2505

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
04/04/2019

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ☒ 10%
Owner
____ Officer ____ Other
(give title below) (specify below)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	36,363,600 \$ (1)		I	See Footnotes (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
TC Group Sub L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
TC Group VII S1, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S. WASHINGTON,Â DCÂ 20004-2505	Â	Â X	Â	Â
TC Group VII S1, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. STE 220 S.	Â	Â X	Â	Â

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WASHINGTON, DC 20004-2505

Carlyle Partners VII S1 Holdings, L.P.

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE., N.W. STE 220 S.

WASHINGTON, DC 20004-2505

^ ^ X ^ ^

Signatures

Carlyle Group Management L.L.C., By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

Carlyle Holdings I GP Inc., By: The Carlyle Group L.P., its sole shareholder, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

Carlyle Holdings I L.P., By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

TC Group, L.L.C., By: Carlyle Holdings I L.P., its managing member, By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

TC Group Sub L.P., By: TC Group, L.L.C., its general partner, By: Carlyle Holdings I L.P., its managing member, By: /s/ Anne Frederick, attorney-in-fact, Name: Curtis L. Buser, Title: Chief Financial Officer

04/11/2019

__Signature of Reporting Person

Date

TC Group VII S1, L.L.C., By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person

04/11/2019

__Signature of Reporting Person

Date

TC Group VII S1, L.P., By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person

04/11/2019

__Signature of Reporting Person

Date

Carlyle Partners VII S1 Holdings, L.P., By: TC Group VII S1, L.P., its general partner, By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person

04/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- The number of shares of common stock of CommScope Holding Company, Inc. (the "Issuer"), having par value of \$0.01 per share (the "Common Stock"), deliverable upon conversion of each share of Series A Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), is initially equal to 36.3636 shares, subject to customary anti-dilution adjustments. The Preferred Stock is convertible at any time and has no stated maturity. The Preferred Stock will remain outstanding indefinitely unless converted, repurchased or redeemed by the Issuer. The Issuer may mandatorily convert the Preferred Stock into Common Stock at any time after the three-year anniversary of the issuance, if certain conditions are met.
- (1)
- (2) Carlyle Partners VII S1 Holdings, L.P. is the record holder of the securities reported herein.
- Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the sole member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group VII S1, L.L.C., which is the general partner of TC Group VII S1, L.P., which is the general partner of Carlyle Partners VII. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Carlyle Partners VII S1 Holdings, L.P.
- (3)

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.