

CommScope Holding Company, Inc.

Form 3

October 24, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 Edwards Marvin S Jr

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/24/2013

3. Issuer Name and Ticker or Trading Symbol

CommScope Holding Company, Inc. [COMM]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

PRESIDENT, CEO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O COMMScope HOLDING
COMPANY, INC., Â 1100
COMMScope PLACE, SE

(Street)

HICKORY, Â NC Â 28602

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

48,645

D

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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)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	01/14/2011	12/14/2015	Common Stock	16,815	\$ 5.35	D	Â
Stock Option (right to buy)	01/14/2011	12/12/2016	Common Stock	11,400	\$ 8.85	D	Â
Stock Option (right to buy)	01/14/2011	03/24/2019	Common Stock	47,964	\$ 2.96	D	Â
Stock Option (right to buy)	01/14/2011	01/20/2020	Common Stock	261,183	\$ 8.55	D	Â
Stock Option (right to buy)	Â ⁽¹⁾	01/26/2021	Common Stock	1,122,028	\$ 5.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Marvin S Jr C/O COMMSCOPE HOLDING COMPANY, INC. 1100 COMMSCOPE PLACE, SE HICKORY,Â NCÂ 28602	Â X	Â	Â PRESIDENT, CEO	Â

Signatures

/s/ Frank (Burk) B. Wyatt, II, under a power of attorney 10/24/2013

__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).

Includes 596,295 unvested options that vest ratably on each of 01/14/14, 01/14/15 and 01/14/16, subject to the reporting person's (1) continued service on each vesting date. Per SEC guidance, excludes 865,622 unvested options that are subject to performance-based vesting conditions.

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Remarks:

SeeÂ 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.