

CommScope Holding Company, Inc.  
Form POS EX  
October 25, 2013

As filed with the Securities and Exchange Commission on October 24, 2013

Registration No. 333-190354

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**COMMSCOPE HOLDING COMPANY, INC.**

(Exact name of registrant as specified in its charter)

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|   |   |   |
|---|---|---|
| (State or other jurisdiction of<br>incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number)<br>1100 CommScope Place, SE | (I.R.S. Employer<br>Identification No.) |
|---|---|---|

Hickory, NC 28602

(828) 324-2200

(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

Frank B. Wyatt, II

Senior Vice President, General Counsel and Secretary

CommScope Holding Company, Inc.

1100 CommScope Place, SE

Hickory, NC 28602

(828) 324-2200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Patrick H. Shannon

Jason M. Licht

Latham & Watkins LLP

555 Eleventh Street, NW

Washington, DC 20004

(202) 637-2200

Arthur D. Robinson

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017

(212) 455-2000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ...

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-190354

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act.**

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-190354), initially filed by the Registrant on August 2, 2013 and declared effective by the Securities and Exchange Commission on October 24, 2013. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to 462(d) for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(A) Exhibits

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION OF EXHIBIT</b>  |
|--------------------|--|
| 5.1                | Opinion of Latham & Watkins LLP  |
| 23.1               | Consent of Latham & Watkins LLP (included in Exhibit 5.1)  |
| 24.1**             | Powers of Attorney (included in the Registrant's Registration Statement on Form S-1 (File No. 333-190354) filed with the Commission on August 2, 2013) |

\*\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hickory, state of North Carolina, on October 24, 2013.

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Marvin S. Edwards, Jr.  
 Marvin S. Edwards, Jr.  
 President, Chief Executive Officer and Director  
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and as of the dates indicated.

| Signature                  | Title  | Date             |
|----------------------------|--|------------------|
| /s/ Marvin S. Edwards, Jr. |  | October 24, 2013 |
| Marvin S. Edwards, Jr.     | President, Chief Executive Officer<br>and Director (Principal Executive Officer)         |                  |
| /s/ Mark A. Olson          |  | October 24, 2013 |
| Mark A. Olson              | Executive Vice President and Chief Financial Officer<br>(Principal<br>Financial Officer) |                  |
| /s/ Robert W. Granow       |  | October 24, 2013 |
| Robert W. Granow           | Vice President and Corporate Controller (Principal<br>Accounting Officer)                |                  |
| *                          | Director and Chairman of the Board   | October 24, 2013 |
| Frank M. Drendel           |  |                  |
| *                          | Director   | October 24, 2013 |
| Marco De Benedetti         |  |                  |
| *                          | Director   | October 24, 2013 |
| Peter J. Clare             |  |                  |
| *                          | Director   | October 24, 2013 |
| Campbell R. Dyer           |  |                  |
| *                          | Director   | October 24, 2013 |
| Stephen C. Gray            |  |                  |
| *                          | Director   | October 24, 2013 |
| L. William Krause          |  |                  |
| *                          | Director   | October 24, 2013 |
| Claudius E. Watts IV       |  |                  |

\* By: /s/ Frank B. Wyatt, II  
Frank B. Wyatt, II

Attorney-in-fact

II-2

**EXHIBIT INDEX**

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