

DRENDEL FRANK M
Form 4
November 13, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DRENDEL FRANK M

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

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2018

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

(Street)
HICKORY, NC 28602

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

(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 | 11/12/2018 | | M | | 100,000 | A | \$ 8.55 |
| Common Stock | | | | | 2,316,834 ⁽¹⁾ | D | |
| Common Stock | | | | | 28,350 | I | By GRAT |
| Common Stock | | | | | 28,350 | I | By GRAT |
| Common Stock | | | | | 28,350 | I | By GRAT |
| | | | | | 15,750 | I | |

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| | | | | | | |
|--------------|---------|---|--|--|--|------------------|
| Common Stock | | | | | | By Family Trust |
| Common Stock | 117,580 | I | | | | By Marital Trust |

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

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SEC 1474 (9-02)

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

| 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) | \$ 8.55 | 11/12/2018 | | M | 100,000 | 01/14/2011 | 01/20/2020 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|---------------|
| | Director | 10% Owner | Officer Other |
| DRENDEL FRANK M C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | X | | |

Signatures

/s/Frank M. Drendel 11/13/2018

**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).

As previously reported, includes (a) 4,990 restricted stock units that were granted on 02/23/2016 and will vest on 02/23/2019; (b) 8,653 performance share units that were earned on 02/23/2017 and will vest on 02/23/2019; (c) 6,555 restricted stock units that were granted on (1) 02/27/2017 and will vest ratably on 02/27/2019 and 02/27/2020; and (d) 9,737 restricted stock units that were granted on 03/01/2018 and will vest in three equal installments on 03/01/2019, 03/01/2020 and 03/01/2021, 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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