

CommScope Holding Company, Inc.
Form 4
December 22, 2014

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 *
OLSON MARK A

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

HICKORY, NC 28602
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/19/2014		M ⁽¹⁾	7,751 A	\$ 5.74	17,657	D
Common Stock	12/19/2014		S ⁽¹⁾	7,751 D	\$ 22.5018	9,906	D
Common Stock	12/22/2014		M ⁽¹⁾	2,249 A	\$ 5.74	12,155	D
Common Stock	12/22/2014		S ⁽¹⁾	2,249 D	\$ 22.5521	9,906	D

(3)

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

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(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 (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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74	12/19/2014		M ⁽¹⁾	7,751	⁽⁴⁾ 01/26/2021	Common Stock	7,751
Stock Option (Right to Buy)	\$ 5.74	12/22/2014		M ⁽¹⁾	2,249	⁽⁴⁾ 01/26/2021	Common Stock	2,249

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSON MARK A C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			EVP and CFO	

Signatures

/s/Mark A. Olson 12/22/2014

**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).

(1) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2014.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.50 to
(2) \$22.52. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.50 to
(3) \$22.67. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

(4) Includes 33,126 unvested options that vest ratably on each 01/14/15 and 01/14/16, subject to the reporting person's continued service on each vesting date. Per SEC guidance, excludes 55,569 unvested options that are subject to performance-based vesting conditions.

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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