

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 February 11, 2015

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 *
 Summit Partners Private Equity Fund VII-A, L.P.

2. Issuer Name and Ticker or Trading Symbol
 M/A-COM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 222 BERKELEY STREET, 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2015

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

(Street)
 BOSTON, MA 02116

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 or Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 02/11/2015 | | S | (A) or (D) D | Amount 2,235,000 Price \$ 28.575 | D | |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Summit Partners Private Equity Fund VII-A, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | |
| Summit Partners Private Equity Fund VII B L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | X | | |
| Summit Investors I, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | |
| Summit Investors I (UK), L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | X | | |

Signatures

Summit Partners Private Equity Fund VII-A, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its Managing Member, by Robin W. Devereux, POA for Joseph F. Trustey, Member 02/11/2015

**Signature of Reporting Person Date

Summit Partners Private Equity Fund VII-B, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its Managing Member, by Robin W. Devereux, POA for Joseph F. Trustey, Member 02/11/2015

**Signature of Reporting Person Date

Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joseph F. Trustey, Member 02/11/2015

__Signature of Reporting Person

Date

Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner,
by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for
Joseph F. Trustey, Member

02/11/2015

__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) Represents shares sold by the following entities: 1,393,848 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 837,167 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 3,722 shares of common stock sold by Summit Investors I, LLC, 263 shares of common stock sold by Summit Investors I (UK), L.P.
 - (2) Represents shares held by the following entities: 3,889,178 shares in the name of Summit Partners Private Equity Fund VII-A, L.P.; 2,335,903 shares in the name of Summit Partners Private Equity Fund VII-B, L.P.; 10,386 shares in the name of Summit Investors I, LLC; 733 shares in the name of Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1 and 2 are collectively referred to as the "Summit Entities." Each of the Summit Entities

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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