

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 May 19, 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 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2015

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/15/2015		A		1,577 (1)	A	\$ 0
					6,250,503 (3) (4)	I	

See Footnotes.
 (1) (2) (3) (4)

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 Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				See Remarks.
Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				See Remarks.
Summit Investors I (UK), 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 Partners PE VII, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				See Remarks.
Summit Partners PE VII, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				See Remarks.
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		X		

18TH FLOOR
BOSTON, MA 02116

MANNION MARTIN J
C/O SUMMIT PARTNERS
222 BERKELEY STREET, 18TH FLOOR
BOSTON, MA 02116

See Remarks.

SUMMIT MASTER COMPANY, LLC
222 BERKELEY STREET, 18TH FLOOR
BOSTON, MA 02116

See Remarks.

Signatures

Summit Partners, L.P., by Robin W. Devereux, POA for Joseph F. Trustey, Member	05/19/2015
__Signature of Reporting Person	Date
Summit Investors Management, LLC, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joesph F. Trustey, Member	05/19/2015
__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	05/19/2015
__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	05/19/2015
__Signature of Reporting Person	Date
Summit Partners PE VII, L.P., by Summit Partners PE VII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Robin W. Devereux, POA for Joseph F. Trustey, Member	05/19/2015
__Signature of Reporting Person	Date
Summit Partners PE VII, LLC, by Summit Partners, L.P., its Manager, by Robin W. Devereux, POA for Joseph F. Trustey, Member	05/19/2015
__Signature of Reporting Person	Date
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	05/19/2015
__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	05/19/2015
__Signature of Reporting Person	Date
Robin W. Devereux, POA for Martin J. Mannion	05/19/2015
__Signature of Reporting Person	Date

Summit Master Company, LLC, by Robin W. Devereux, POA for Joseph F. Trustey, Member

05/19/2015

__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 restricted stock units granted to Mr. Chung as part of the director compensation program. The restricted stock units will settle on February 15, 2016 solely by delivery of an equal number of shares of Common Stock. Mr. Chung holds any restricted stock units for the benefit of Summit Partners, L.P. which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales.

(2) The Common Stock is held as follows: 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.; 14,303 shares and restricted stock units in the name of Peter Y. Chung (including the restricted stock units reported herein), which are held for the benefit of Summit Partners, L.P.

(3) Summit Partners, L.P. is the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of each of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P. Summit Master Company, LLC is the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Master Company, LLC, as the managing member of Summit Investors Management, LLC has delegated investment decisions, including voting and dispositive power, to Summit Partners, L.P. and its Investment Committee responsible for voting and investment decisions with respect to the Issuer.

(4) Summit Partners, L.P., through a two-person Investment Committee responsible for voting and investment decisions with respect to the Issuer, currently composed of Martin Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of these entities and therefore may be deemed to beneficially own such shares. In addition, Mr. Chung is a member of Summit Master Company, LLC. Each of the Summit entities mentioned herein, Summit Partners, L.P., Summit Master Company, LLC, Mr. Mannion and Mr. Chung disclaims beneficial ownership of the shares of Common Stock and the restricted stock units, except to the extent of their pecuniary interest therein.

Remarks:

Form 2 of 2

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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