

DRENDEL FRANK M
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

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

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

(Street)

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

HICKORY, NC 28602

(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 | 03/01/2019 | | A | | 3,053 | <u>A</u> (1) | \$ 0 |
| Common Stock | 03/01/2019 | | M ⁽³⁾ | | 260,823 | A | \$ 2.96 |
| Common Stock | 03/01/2019 | | S ⁽³⁾ | | 260,823 | D | \$ 23.6191 (4) |
| Common Stock | 03/04/2019 | | M ⁽³⁾ | | 19,320 | A | \$ 2.96 |

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| Common Stock | 03/04/2019 | S ⁽³⁾ | 19,320 | D | \$ 23.5273 (5) | 2,319,887 | (2) | D | |
|--------------|------------|------------------|--------|---|----------------------|-----------|-----|---|------------------|
| Common Stock | | | | | | 28,350 | | I | By GRAT |
| Common Stock | | | | | | 28,350 | | I | By GRAT |
| Common Stock | | | | | | 28,350 | | I | By GRAT |
| Common Stock | | | | | | 15,750 | | I | 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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(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 Number Shares |
| Stock Option (Right to Buy) | \$ 2.96 | 03/01/2019 | | M ⁽³⁾ | 260,823 | 01/14/2011 | 03/24/2019 | Common Stock | 260,823 |
| Stock Option (Right to Buy) | \$ 2.96 | 03/04/2019 | | M ⁽³⁾ | 19,320 | 01/14/2011 | 03/24/2019 | Common Stock | 19,320 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

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| | 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 B. Wyatt, II, under a Power of Attorney 03/05/2019

__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) On March 1, 2018, the reporting person was granted 4,869 performance share units, which number could be increased or decreased based upon the Company's satisfaction of certain performance criteria during the applicable performance period. The performance criteria were met at a level between threshold and target, resulting in a total of 3,053 performance share units earned, which will vest on 03/01/2020, subject to the reporting person's continued employment with the issuer.

(2) As previously reported, includes (a) 3,278 restricted stock units that were granted on 02/27/2017 and will vest on 02/27/2020; and (b) 6,492 restricted stock units that were granted on 03/01/2018 and will vest ratably on 03/01/2020 and 03/01/2021, each subject to the reporting person's continued employment with the issuer.

(3) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, 2018.

(4) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$23.37 to \$23.84. 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.

(5) The price shown is the weighted average prices of the shares sold in this transaction. The price range for this transaction is \$23.47 to \$23.64. 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.

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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