

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 9, 2024**

COMMSCOPE HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36146
(Commission
File Number)

27-4332098
(IRS Employer
Identification No.)

3642 E. US Highway 70
Claremont, North Carolina 28610
(Address of principal executive offices)

Registrant's telephone number, including area code: **(828) 459-5000**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	COMM	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

CommScope Holding Company, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”) on May 9, 2024. The matters that were voted upon at the Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below. There were a total of 212,244,891 shares of common stock, and 1,162,085 shares of Series A Convertible Preferred Stock, which, as of the record date, were convertible into 42,257,594 shares of common stock, eligible to vote at the Meeting. The holders of the Series A Convertible Preferred Stock, voting as a separate class, voted on the election of two directors. The holders of shares of common stock and shares of Series A Convertible Preferred Stock, voting together as a single class (with the holders of Series A Convertible Preferred Stock voting on an as-converted basis as described in the Proxy Statement), voted on the election of nine directors and on three other proposals at the Meeting.

Each of the proposals that were voted upon at the Meeting passed by the votes set forth in the tables below for each proposal.

- (1) The holders of Series A Convertible Preferred Stock, voting as a separate class, voted to elect two directors to serve a term expiring at the Company’s 2025 Annual Meeting of Stockholders or until their successors are elected and qualified to serve:

Name of Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Scott H. Hughes	42,257,594	-	-	-
Patrick R. McCarter	42,257,594	-	-	-

- (2) The holders of shares of common stock and shares of Series A Convertible Preferred Stock voted together as a single class to elect nine directors for terms ending at the Company’s 2025 Annual Meeting of Stockholders or until their successors are elected and qualified to serve:

Name of Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Stephen C. Gray	187,031,264	3,182,101	2,905,561	32,469,880
L. William Krause	181,742,620	8,477,261	2,899,047	32,469,880
Joanne M. Maguire	172,662,913	17,552,153	2,903,860	32,469,880
Thomas J. Manning	188,293,824	1,920,524	2,904,578	32,469,880
Derrick A. Roman	188,474,628	1,741,276	2,903,022	32,469,880
Charles L. Treadway	188,071,833	2,185,554	2,861,541	32,469,880
Claudius E. Watts IV	187,354,173	2,878,625	2,886,128	32,469,880
Timothy T. Yates	187,781,529	2,449,889	2,887,508	32,469,880

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(3) Non-binding, advisory approval of the compensation of the Company’s named executive officers:	186,670,593	3,694,157	2,754,178	32,469,880

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(4) Approval of additional shares under the Company’s 2019 Long-Term Incentive Plan:	186,786,474	3,583,567	2,748,887	32,469,880

	Votes For	Votes Against	Abstentions
(5) Ratification of Independent Registered Public Accounting Firm for 2024:	222,616,718	1,372,150	1,599,938

On May 9, 2024, the Company issued a press release announcing the results of the Meeting. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

- (d) EXHIBITS

99.1 [Press Release of CommScope Holding Company, Inc. dated May 9, 2024.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 10, 2024

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Justin C. Choi

Justin C. Choi

Senior Vice President,

Chief Legal Officer and Secretary



News Release

CommScope Stockholders Approve Proxy Proposals

CLAREMONT, NC, May 9, 2024—The stockholders of CommScope Holding Company, Inc., a global leader in network connectivity solutions, approved five proxy proposals today at the company's annual meeting of stockholders.

CommScope stockholders re-elected Stephen C. Gray, L. William Krause, Joanne M. Maguire, Thomas J. Manning, Derrick A. Roman, Charles L. Treadway, Claudius E. Watts IV and Timothy T. Yates as directors, each for a term ending at the 2025 annual meeting, and ratified the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the 2024 fiscal year. The stockholders also approved, on a non-binding advisory basis, the compensation of the company's named executive officers. In addition, the stockholders approved additional shares under the company's 2019 Long-Term Incentive Plan. Additionally, the holders of Series A Convertible Preferred Stock, voting as a separate class, re-elected Scott H. Hughes and Patrick R. McCarter as directors for a term ending at the 2025 annual meeting.

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About CommScope:

CommScope (NASDAQ: COMM) is pushing the boundaries of technology to create the world's most advanced wired and wireless networks. Our global team of employees, innovators and technologists empower customers to anticipate what's next and invent what's possible. Discover more at www.commscope.com.

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Investor Contact:

Massimo Disabato, CommScope
+1 630-281-3413
Massimo.Disabato@commscope.com

News Media Contact:

publicrelations@commscope.com

Source: *CommScope*
