

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>DRENDEL FRANK M</u>  (Last) (First) (Middle) <u>C/O COMMSCOPE HOLDING COMPANY, INC.,</u> <u>1100 COMMSCOPE PLACE, SE</u>  (Street) <u>HICKORY NC 28602</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CommScope Holding Company, Inc. [</u> <u>COMM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		A		3,053	A <sup>(1)</sup>	\$0.00	2,319,887 <sup>(2)</sup>	D	
Common Stock	03/01/2019		M <sup>(3)</sup>		260,823	A	\$2.96	2,580,710 <sup>(2)</sup>	D	
Common Stock	03/01/2019		s <sup>(3)</sup>		260,823	D	\$23.6191 <sup>(4)</sup>	2,319,887 <sup>(2)</sup>	D	
Common Stock	03/04/2019		M <sup>(3)</sup>		19,320	A	\$2.96	2,339,207 <sup>(2)</sup>	D	
Common Stock	03/04/2019		s <sup>(3)</sup>		19,320	D	\$23.5273 <sup>(5)</sup>	2,319,887 <sup>(2)</sup>	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

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2.96	03/01/2019		M <sup>(3)</sup>		260,823		01/14/2011	03/24/2019	Common Stock	260,823	\$0.00	19,320	D	
Stock Option (Right to Buy)	\$2.96	03/04/2019		M <sup>(3)</sup>		19,320		01/14/2011	03/24/2019	Common Stock	19,320	\$0.00	0	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- 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.
- 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

**Remarks:**

/s/Frank B. Wyatt, II, under a  
Power of Attorney

03/05/2019

\*\* Signature of Reporting Person

Date

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

\* 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).

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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