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

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**COMMSCOPE HOLDING COMPANY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3663**  
(Primary Standard Industrial  
Classification Code Number)

**27-4332098**  
(I.R.S. Employer  
Identification No.)

**1100 CommScope Place, SE  
Hickory, NC 28602  
(828) 324-2200**

(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

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**Frank B. Wyatt, II**  
Senior Vice President, General Counsel and Secretary  
CommScope Holding Company, Inc.  
1100 CommScope Place, SE  
Hickory, NC 28602  
(828) 324-2200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Patrick H. Shannon  
Jason M. Licht  
Latham & Watkins LLP  
555 Eleventh Street, NW  
Washington, DC 20004  
(202) 637-2200**

**Arthur D. Robinson  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(212) 455-2000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-196467

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(3)</b>
Common Stock, \$0.01 par value per share	2,875,000	\$23.00	\$66,125,000	\$8,517

- (1) Includes shares of common stock that may be sold to cover the exercise of an option to purchase additional shares granted to the underwriters.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (3) In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1, as amended (File No. 333-196467) (the "Initial Registration Statement"), is hereby registered. The Registrant previously registered 17,250,000 shares of Common Stock with a proposed maximum aggregate offering price of \$451,777,500 on the Initial Registration Statement, which was declared effective on June 12, 2014, and for which a filing fee of \$58,189 was previously paid.

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purposes of registering 2,875,000 shares of common stock, par value \$0.01 per share, of CommScope Holding Company, Inc. The contents of the Registration Statement on Form S-1 (File No. 333-196467), which was initially filed on June 2, 2014, and which was declared effective by the Securities and Exchange Commission on June 12, 2014, including the exhibits thereto, are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hickory, state of North Carolina, on June 12, 2014.

COMMSCOPE HOLDING COMPANY, INC.

By:                     /s/ Marvin S. Edwards, Jr.                      
 Marvin S. Edwards, Jr.  
 President and Chief Executive Officer  
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and as of the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marvin S. Edwards, Jr.</u> Marvin S. Edwards, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	June 12, 2014
<u>/s/ Mark A. Olson</u> Mark A. Olson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 12, 2014
<u>/s/ Robert W. Granow</u> Robert W. Granow	Senior Vice President and Corporate Controller (Principal Accounting Officer)	June 12, 2014
<u>*</u> Frank M. Drendel	Director and Chairman of the Board	June 12, 2014
<u>*</u> Austin A. Adams	Director	June 12, 2014
<u>*</u> Marco De Benedetti	Director	June 12, 2014
<u>*</u> Peter J. Clare	Director	June 12, 2014
<u>*</u> Campbell R. Dyer	Director	June 12, 2014
<u>*</u> Stephen C. Gray	Director	June 12, 2014
<u>*</u> L. William Krause	Director	June 12, 2014
<u>*</u> Claudius E. Watts IV	Director	June 12, 2014
<u>*</u> Timothy T. Yates	Director	June 12, 2014

\*By:           /s/ Frank B. Wyatt, II            
 Frank B. Wyatt, II  
 Attorney-in-fact

**EXHIBIT INDEX**

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
23.3	Consent of KPMG LLP
24.1**	Powers of Attorney (included in the Registrant's Registration Statement on Form S-1 (File No. 333-196467) filed with the Commission on June 2, 2014)

\*\* Previously filed.

## [LETTERHEAD OF LATHAM &amp; WATKINS LLP]

June 12, 2014

CommScope Holding Company, Inc.  
1100 CommScope Place, SE  
Hickory, North Carolina 28602

Re: *Registration Statement on Form S-1; 20,125,000 shares of Common Stock,  
par value \$0.01 per share, of CommScope Holding Company, Inc.*

Ladies and Gentlemen:

We have acted as special counsel to CommScope Holding Company, Inc., a Delaware corporation (the "Company"), in connection with the registration of up to 20,125,000 shares of common stock, \$0.01 par value per share which are being offered by certain stockholders of the Company (the "Shares"). The Shares are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "Act") filed with the Securities and Exchange Commission (the "Commission") on June 2, 2014 (as may be amended from time to time, the "Registration Statement"). The term "Shares" shall include any additional shares of common stock registered by the Company pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading "Validity of Common Stock." We

**June 12, 2014**

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further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-1) of CommScope Holding Company, Inc. dated June 12, 2014 of our report dated February 20, 2014 with respect to the consolidated financial statements and schedule of CommScope Holding Company, Inc. included in the Registration Statement (Form S-1 No. 333-196467) and related Prospectus dated June 2, 2014, for the registration of its common stock. We also consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-1 No. 333-196467) that is incorporated by reference in this Registration Statement.

/s/ Ernst & Young LLP

Charlotte, North Carolina  
June 12, 2014



**Consent of Independent Auditors**

The Board of Directors  
Redwood Systems, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-1 of CommScope Holding Company, Inc. dated June 12, 2014 of our report dated May 1, 2013 except as to note 10(c) which is as of July 3, 2013, with respect to the consolidated balance sheets of Redwood Systems, Inc. and its subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for each of the years then ended, included in the registration statement on Form S-1 (No. 333-196467) dated June 2, 2014, for the registration of its common stock. We also consent to the reference to our firm under the heading "Experts" in the registration statement on Form S-1 (No. 333-196467) that is incorporated by reference in this registration statement.

/s/ KPMG LLP

San Francisco, California  
June 11, 2014