

**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 8, 2020**

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.)

**1100 CommScope Place, SE
Hickory, North Carolina 28602**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(828) 324-2200**

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 8, 2020. 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, based upon 195,284,390 total shares of common stock eligible to vote at the Meeting, and 1,000,000 total shares of Series A Convertible Preferred Stock, which, as of the record date, were convertible into 36,363,636 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 three directors and on five 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 2021 Annual Meeting of Stockholders or until their successors are elected and qualify to serve:

<u>Name of Director</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Daniel F. Akerson	36,363,636	-	-	-
Patrick R. McCarter	36,363,636	-	-	-

- (2) The holders of shares of common stock and shares of Series A Convertible Preferred Stock voted together as a single class to elect three Class I Directors for terms ending at the Company’s 2023 Annual Meeting of Stockholders or until their successors are elected and qualify to serve:

<u>Name of Director</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Frank M. Drendel	195,248,363	5,390,816	37,132	9,152,830
Joanne M. Maguire	193,684,406	6,957,992	33,913	9,152,830
Thomas J. Manning	197,052,109	3,588,413	35,789	9,152,830

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
(3) Ratification of Independent Registered Public Accounting Firm for 2020:	209,114,475	665,567	49,099

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
(4) Non-binding advisory approval of the compensation of the Company’s named executive officers:	132,360,535	67,385,418	930,358	9,152,830

	Every Year	Every 2 Years	Every 3 Years	Abstentions	Broker Non-Votes
(5) Non-binding advisory approval of the frequency of future advisory votes on the compensation of the Company's named executive officers:	199,366,056	129,571	359,152	821,532	9,152,830

Based on the outcome of the vote on the frequency of future advisory votes to approve executive compensation and consistent with its recommendation, the Board has determined that the Company will continue to hold such votes to approve executive compensation every year until the next required frequency vote. Accordingly, the Company will hold its next advisory vote to approve executive compensation at its 2021 annual meeting of stockholders.

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(6) Approval of the elimination of restrictions on the issuance of common shares in connection with conversion or redemption of the preferred shares or Carlyle's exercise of participation rights and on the voting of preferred shares:	197,949,094	1,784,285	942,932	9,152,830

	Votes For	Votes Against	Abstentions	Broker Non-Votes
(7) Approval of additional shares under the Company's 2019 Long-Term Incentive Plan:	169,104,568	30,756,235	815,508	9,152,830

On May 8, 2020, 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 8, 2020.](#)

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 11, 2020

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Frank B. Wyatt,

II

Frank B. Wyatt, II
Senior Vice President,
General Counsel and Secretary



News Release

CommScope Stockholders Approve Proxy Proposals

HICKORY, NC, May 8, 2020—The stockholders of CommScope Holding Company, Inc., a global leader in infrastructure solutions for communications networks, approved seven proxy proposals today at the company's annual meeting of stockholders.

CommScope stockholders re-elected Frank M. Drendel, Joanne M. Maguire and Thomas J. Manning as Class I directors for terms ending in 2023 and ratified the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the 2020 fiscal year. The stockholders also approved, on a non-binding advisory basis, the compensation of the company's named executive officers and a frequency of every year for future advisory votes on the compensation of the company's named executive officers.

In addition, the stockholders approved the elimination of restrictions on the issuance of common shares in connection with the conversion or redemption of the company's preferred shares or Carlyle's exercise of participation rights and on the voting of preferred shares and 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 Daniel F. Akerson and Patrick R. McCarter as directors for terms ending in 2021.

END

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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Source: *CommScope*