SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Address of Reporting Person[*]

 Clark Brooke B.

 (Last) (First) (Middle)

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

 (Street)

 HICKORY NC 28602

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 CommScope Holding Company, Inc. [COMM]

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

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

 SVP & Chief Accounting Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   Form filed by One Reporting Person

     Form filed by More than One Reporting Person |

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		F		597	D	$23.42	10,455[(1)]	D	
Common Stock	03/01/2019		A		666	A[(2)]	$0.00	11,121[(1)]	D	

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				

Explanation of Responses:

1. As previously reported, includes (a) 1,417 restricted stock units that were granted on 09/04/2018 and will vest ratably on 03/01/2020 and 03/01/2021; (b) 944 restricted stock units that were granted on 02/27/2017 and will vest on 02/27/2020; and (c) 1,994 restricted stock units that were granted on 03/01/2018 and will vest ratably on 03/01/2020 and 03/01/2021, subject to the reporting person's continued employment with the issuer.

2. On September 4, 2018, the reporting person was granted 1,062 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 666 performance share units earned, which will vest on 03/01/2020, subject to the reporting person's continued employment with the issuer.

Remarks:

/s/Brooke B. Clark   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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.