

CommScope Holding Company, Inc.  
Form 4  
March 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carlyle Group L.P.

2. Issuer Name and Ticker or Trading Symbol  
CommScope Holding Company, Inc.  
[COMM]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S

03/09/2015

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/09/2015		S	20,000,000 D \$ 30.62	81,216,970	I	See Footnote (1)

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		

TC Group CommScope Holdings, L.L.C.  
 C/O THE CARLYLE GROUP  
 1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 WASHINGTON, DC 20004 X

Carlyle-CommScope Holdings, L.P.  
 C/O THE CARLYLE GROUP  
 1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 WASHINGTON, DC 20004 X

## Signatures

THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner,  
 By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

CARLYLE HOLDINGS I GP INC. By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

CARLYLE HOLDINGS I GP SUB L.L.C. By: Carlyle Holdings I GP Inc., its managing  
 member, By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

CARLYLE HOLDINGS I L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ Jeremy W.  
 Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

TC GROUP COMMSCOPE HOLDINGS, L.L.C. By: TC Group, L.L.C., By: Carlyle  
 Holdings I L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact 03/11/2015

\_\_Signature of Reporting Person Date

CARLYLE-COMMSCOPE HOLDINGS, L.P. By: /s/ Jeremy W. Anderson, Authorized  
 Person 03/11/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

Carlyle-CommScope Holdings, L.P. is the record holder of these shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole  
 (1) shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group CommScope Holdings, L.L.C., which is the general partner of Carlyle-CommScope Holdings, L.P.

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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