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COMMSCOPE INC
Form 424B3
December 16, 2004

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-116692

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED OCTOBER 12, 2004)

COMMSCOPE, INC.

\$250,000,000 Principal Amount of 1.00% Convertible Senior
Subordinated Debentures due 2024 and 11,494,250 Shares of Common Stock
Issuable upon Conversion of the Debentures

This prospectus supplement no. 2 supplements and amends the prospectus dated October 12, 2004, as amended by prospectus supplement no. 1 dated November 5, 2004, relating to 1.00% Convertible Senior Subordinated Debentures due March 15, 2024 of CommScope, Inc., a Delaware corporation, held by certain securityholders who may offer for sale the debentures and the shares of our common stock into which the debentures are convertible at any time at market prices prevailing at the time of sale or at privately negotiated prices. The selling securityholders may sell the debentures or the common stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions.

The table below sets forth additional and updated information concerning beneficial ownership of the debentures and the common stock issuable upon conversion of the debentures and supplements and amends the table appearing under "Selling Securityholders" beginning on page 61 of the prospectus. To the extent that a selling securityholder is listed both in the table below and in the table appearing in the prospectus or in any prior prospectus supplement, the information set forth below regarding that selling securityholder supersedes the information in the prospectus and such prospectus supplement. We have prepared this table based on information given to us by the selling securityholder listed below prior to the date hereof.

| SELLING SECURITYHOLDERS | PRINCIPAL AMOUNT OF DEBENTURES AT MATURITY | | NUMBER BENEFICIALLY OWNED (1) |
|--|--|---|-------------------------------------|
| | BENEFICIALLY OWNED AND OFFERED HEREBY | PERCENTAGE OF DEBENTURES OUTSTANDING | |
| BP Amoco PLC Master Trust | 911,000 | * | 41,885 |
| Consulting Group Capital Markets Fund c/o SSI Investment Mgt. | 400,000 | * | 18,390 |
| DBAG London | 3,000,000 | 1.2% | 137,931 |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | 248,000 | * | 11,402 |
| Institutional Benchmarks Master Fund Ltd. c/o SSI Investment Mgt. | 1,366,000 | * | 62,804 |
| Sphinx Convertible Arb Fund SPC c/o SSI Investment Mgt. | 1,095,000 | * | 50,344 |
| SSI Blended Market Neutral L.P. | 654,000 | * | 30,068 |

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| | | | |
|--|-----------|---|---------|
| SSI Hedged Convertible Market Neutral L.P. | 899,000 | * | 41,333 |
| UBS O'Connor LLC f/b/o O'Connor Global Convertible Bond Master Ltd. | 1,050,000 | * | 68,964 |
| UBS Securities LLC | 1,220,000 | * | 155,098 |
| Viacom Inc. Pension Plan Master Trust | 20,000 | * | 919 |

* Less than 1%.

- (1) Assumes for each \$1,000 in principal amount at maturity of debentures a maximum of 45.9770 shares of common stock could be received upon conversion.
- (2) Assumes that all debentures, and common stock issuable upon conversion of the debentures, are sold in the offering.

In addition, the table appearing under "Selling Securityholders" beginning on page 61 of the prospectus is hereby amended to delete the following:

| | | | |
|---|-----------|---|--------|
| MSS Convertible Arbitrage 1 c/o TQA Investors, L.L.C. | 5,000 | * | 229 |
| Sphinx Fund c/o TQA Investors, L.L.C. | 54,000 | * | 2,482 |
| TQA Master Fund Ltd. | 388,000 | * | 17,839 |
| TQA Master Plus Fund Ltd. | 788,000 | * | 36,229 |
| UBS O'Connor LLC f/b/o Nikko Global CB Fund | 1,050,000 | * | 48,275 |
| Xavex Convertible Arbitrage 7 Fund c/o TQA Investors, L.L.C. | 135,000 | * | 6,206 |
| Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, L.L.C. | 80,000 | * | 3,678 |

The prospectus, together with prospectus supplement no. 1 and this prospectus supplement no. 2, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures. All references in the prospectus to "this prospectus" are hereby amended to read "this prospectus (as supplemented and amended)."

INVESTING IN THE DEBENTURES AND OUR COMMON STOCK INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 9 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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THE DATE OF THIS PROSPECTUS SUPPLEMENT IS DECEMBER 16, 2004