

COMMSCOPE INC
Form S-4/A
November 05, 2007

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As filed with the Securities and Exchange Commission on November 5, 2007

Registration No. 333-145398

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

**AMENDMENT NO. 3
TO**

FORM S-4

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CommScope, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
organization)

3663
(Primary Standard Industrial Classification
Code Number)

36-4135495
(I.R.S. Employer
Identification Number)

**1100 CommScope Place, SE
P.O. Box 339
Hickory, North Carolina 28602
(828) 324-2200**
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Frank B. Wyatt, II
Senior Vice President, General Counsel and Secretary
1100 CommScope Place, SE
P.O. Box 339
Hickory, North Carolina 28602
(828) 324-2200**

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

Copies to:

**Lois Herzeca
Fried, Frank, Harris, Shriver &
Jacobson LLP**

**Justin Choi
Senior Vice President, General
Counsel and Secretary**

**James Lidbury
Mayer, Brown, Rowe & Maw LLP
71 South Wacker Drive**

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One New York Plaza
New York, New York 10004
(212) 859-8000

Andrew Corporation
3 Westbrook Center
Westchester, Illinois 60154
(708) 236-6600

Chicago, Illinois 60606
(312) 782-0600

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement and upon completion of the merger described in the enclosed proxy statement/prospectus.

If any of the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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.

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 registration statement for the same offering.

The Registrant hereby amends the Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this proxy statement/prospectus is not complete and may be changed. CommScope may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 5, 2007.

**SPECIAL MEETING OF STOCKHOLDERS
MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

The board of directors of Andrew Corporation has approved a merger to effect the acquisition of Andrew by CommScope, Inc., and Andrew is soliciting the vote of its stockholders to approve the merger.

If the merger is consummated, Andrew will become an indirect wholly owned subsidiary of CommScope and holders of Andrew common stock will receive for each share of Andrew common stock they own \$13.50 in cash plus the stub portion of the merger consideration which, at the election of CommScope, will consist of either (i) \$1.50 in cash, (ii) a fraction of a share of CommScope common stock equal to (A) \$1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling \$1.50. If the stub portion of the merger consideration includes a fraction of a share of CommScope common stock, no assurance can be given that the actual market value of the stub portion will equal or exceed \$1.50 after the merger. If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in connection with the merger, representing approximately 8% of the outstanding shares of CommScope common stock immediately following the consummation of the merger, based on the closing price of a share of CommScope common stock on, and the number of shares of CommScope common stock outstanding as of, October 31, 2007. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger. CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV". On November 2, 2007, the last trading day before the date of this proxy statement/prospectus, the closing price of CommScope common stock was \$46.04 per share. Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". On November 2, 2007, the closing price of Andrew common stock was \$14.68 per share.

At the special meeting, stockholders of Andrew will be asked to adopt the merger agreement.

The date, time and place of the special meeting is as follows:

December 10, 2007
2:00 p.m., local time
The Westin O'Hare
6100 N. River Road
Rosemont, IL 60018

This proxy statement/prospectus provides you with information about CommScope, Andrew and the proposed merger. You may obtain other information about CommScope and Andrew from documents filed with the Securities and Exchange Commission. We encourage you to read this entire proxy statement/prospectus carefully.

Ralph E. Faison
President and Chief Executive Officer
Andrew Corporation

FOR A DISCUSSION OF SIGNIFICANT MATTERS THAT SHOULD BE CONSIDERED BEFORE VOTING AT THE SPECIAL MEETING, SEE THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 26.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORS HAVE APPROVED OR DISAPPROVED THE SHARES OF COMMSCOPE COMMON STOCK THAT MAY BE ISSUED IN THE MERGER OR DETERMINED WHETHER THIS PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This proxy statement/prospectus is dated November 5, 2007, and is first being mailed to the stockholders of Andrew on or about November 9, 2007.

THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

ANDREW CORPORATION
3 Westbrook Corporate Center
Westchester, IL 60154
(708) 236-6600

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 10, 2007

To the stockholders of Andrew Corporation:

You are cordially invited to attend a special meeting of stockholders of Andrew Corporation, a Delaware corporation, to be held on December 10, 2007 at 2:00 p.m., local time, at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018 for the following purposes:

To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of June 26, 2007, by and among CommScope, Inc., a Delaware corporation, DJRoss, Inc., a Delaware corporation and an indirect wholly owned subsidiary of CommScope, and Andrew, as the same may be amended from time to time, which we refer to in this proxy statement/prospectus as the merger agreement (adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement). We refer to this proposal in the proxy statement/prospectus as Proposal No. 1.

To consider and vote upon a proposal for an adjournment of the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. We refer to this proposal in the proxy statement/prospectus as Proposal No. 2.

To transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

You are entitled to vote only if you were a holder of Andrew common stock at the close of business on November 1, 2007.

YOUR PROXY IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING, PLEASE VOTE IN ANY ONE OF THE FOLLOWING WAYS:

USE THE TOLL-FREE TELEPHONE NUMBER SHOWN ON THE PROXY CARD;

USE THE INTERNET WEBSITE SHOWN ON THE PROXY CARD; OR

MARK, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PAID ENVELOPE. IT REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

By Order of the Board of Directors,

Justin C. Choi,
Senior Vice President, General Counsel and Secretary

Westchester, Illinois
November 5, 2007

ANDREW'S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT ADOPTION OF THE MERGER AGREEMENT IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ANDREW AND ITS STOCKHOLDERS, AND RECOMMENDS THAT ANDREW STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 1 AND "FOR" PROPOSAL NO. 2.

ADDITIONAL INFORMATION

This proxy statement/prospectus "incorporates by reference" important business and financial information about CommScope and Andrew from documents that are not included in or delivered with this proxy statement/prospectus. For a more detailed description of the information incorporated by reference in this proxy statement/prospectus and how you may obtain it, see the section entitled "Where You Can Find More Information."

You may also obtain any of the documents incorporated by reference from the appropriate company, the Securities and Exchange Commission, which we refer to as the SEC, or the SEC's Internet web site at <http://www.sec.gov>. Documents incorporated by reference in this proxy statement/prospectus are available from the appropriate company without charge, excluding all exhibits unless specifically incorporated by reference in such documents. Stockholders may obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses:

CommScope, Inc.
Attn: Investor Relations
1100 CommScope Place, S.E.
P.O. Box 339
Hickory, North Carolina 28602
Telephone: (828) 324-2200
E-mail: investor.relations@CommScope.com

or

Andrew Corporation
Attn: Investor Relations
3 Westbrook Corporate Center
Suite 900
Westchester, Illinois 60154
Telephone: (800) 232-6767
E-mail: investor.relations@andrew.com

or

Morrow & Co., Inc.
470 West Avenue
Stamford, Connecticut 06902
Call Toll-Free (800) 607-0088
E-mail: Andrew.info@morrowco.com

If you would like to request documents, please do so by December 3, 2007, which is five business days before the special meeting, to receive them before the special meeting. If you request any information that is incorporated by reference into this proxy statement/prospectus, the appropriate company will respond to your request within one business day of receipt of your request, and send the requested documents to you by first class mail, or other equally prompt means.

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**QUESTIONS AND
ANSWERS ABOUT THE MERGER**

Q:
WHAT IS THE MERGER?

A:
CommScope and Andrew have entered into an Agreement and Plan of Merger, dated as of June 26, 2007, which we refer to in this proxy statement/prospectus as the merger agreement. The merger agreement contains the terms and conditions of the proposed acquisition of Andrew by CommScope. Under the merger agreement, Andrew and DJRoss, Inc., an indirect wholly owned subsidiary of CommScope, will merge, with Andrew surviving as an indirect wholly owned subsidiary of CommScope. This transaction is referred to as the merger. For a more complete description of the merger, see the section entitled "Proposal No. 1 The Merger."

Q:
WHAT WILL ANDREW STOCKHOLDERS RECEIVE IN THE MERGER?

A:
As a result of the merger, Andrew stockholders will receive for each share of Andrew common stock they own

\$13.50 in cash, plus

what we refer to as the stub portion of the merger consideration, which, at the election of CommScope, will consist of either

\$1.50 in cash;

a fraction of a fully paid and nonassessable share of CommScope common stock equal to (A) \$1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective; or

a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling \$1.50.

CommScope must elect at least two business days before the effective date of the merger which option it will utilize. Therefore, the Andrew stockholders will vote to approve or disapprove the merger before CommScope is required to decide on the form of the consideration comprising the stub portion of the merger consideration. It is possible that Andrew stockholders could receive \$15.00 in cash for each share of Andrew common stock they own, or they could receive a combination of cash and CommScope common stock depending on the election made by CommScope. If CommScope common stock is issued as part of the merger consideration, Andrew stockholders will also receive a cash payment in lieu of any fractional share of CommScope common stock that they would otherwise receive.

Q:
WHAT WILL BE THE NAME AND TRADING SYMBOL OF THE COMPANY AFTER THE MERGER?

A:
Following the merger, CommScope will retain its name and will continue to have its common stock listed on the New York Stock Exchange under the symbol "CTV" and Andrew common stock will be delisted from the Nasdaq Global Market and will no longer be registered under the Securities Exchange Act of 1934, as amended, and there will be no further market for Andrew common stock.

Q:
WHAT PERCENTAGE OF COMMScope SHARES WILL BE HELD BY CURRENT ANDREW STOCKHOLDERS?

A:
If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in respect of Andrew common stock, the Andrew notes, and Andrew stock options and restricted shares in connection with the merger, representing approximately 8% of the

outstanding

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shares of CommScope common stock immediately following the consummation of the merger, assuming that a CommScope common stock price of \$47.17 per share (which was the closing price on October 31, 2007) is used in the calculation and based on the number of shares of CommScope common stock outstanding as of October 31, 2007. The number of shares of CommScope common stock issued in connection with the merger will be lower if CommScope elects to pay the stub portion of the merger consideration only partially in CommScope common stock. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger.

Q: WHO WILL SERVE ON THE BOARD OF DIRECTORS OF COMMSCOPE AFTER THE MERGER?

A: There will be no change in the board of directors of CommScope as a result of the merger.

Q: WHY AM I RECEIVING THIS PROXY STATEMENT/PROSPECTUS?

A: You are receiving this proxy statement/prospectus because you have been identified as a stockholder of Andrew. This document serves as a proxy statement of Andrew, used to solicit proxies for the special meeting, and as a prospectus of CommScope, which may be used to offer shares of common stock, along with cash, in exchange for shares of Andrew common stock pursuant to the terms of the merger agreement. This document contains important information about the merger and the special meeting and you should read it carefully.

Q: WHEN AND WHERE WILL THE SPECIAL MEETING TAKE PLACE?

A: The special meeting of Andrew is scheduled to take place at 2:00 p.m., local time, on December 10, 2007, at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018.

Q: WHO IS ENTITLED TO VOTE AT THE SPECIAL MEETING?

A: Holders of record of Andrew common stock as of the close of business on November 1, 2007, which we refer to as the record date, are entitled to vote at the special meeting. Each Andrew stockholder has one vote for each share of Andrew common stock that the stockholder owns on the record date. On November 1, 2007, there were 156,098,818 shares of Andrew common stock outstanding.

Q: WHAT VOTE IS REQUIRED TO APPROVE THE MERGER?

A: Andrew stockholders must adopt the merger agreement, which adoption requires the affirmative vote of the holders of at least a majority of the shares of Andrew common stock issued and outstanding on the record date. Adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement.

Q: WHAT ELSE IS REQUIRED TO CONSUMMATE THE MERGER?

A: In addition to the receipt of the stockholder approval described above, certain regulatory approvals, including U.S. and certain foreign antitrust clearances, along with other closing conditions set forth in the merger agreement, must be satisfied or waived. For a more complete description of the conditions to the consummation of the merger, we urge you to read the section entitled "The Merger Agreement Conditions to Completion of the Merger" in this proxy statement/prospectus and the merger agreement attached to this proxy statement/prospectus as Annex A.

Q: DO ANDREW'S STOCKHOLDERS HAVE PROTECTION AGAINST FLUCTUATIONS IN THE MARKET VALUE OF SHARES OF COMMSCOPE'S COMMON STOCK BETWEEN NOW AND THE EFFECTIVE TIME OF THE MERGER?

A:

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Yes. CommScope can elect to use CommScope common stock to pay all or part of the stub portion of the merger consideration to be received by Andrew's stockholders in the merger. The

number of shares of CommScope common stock that CommScope will be required to issue will increase or decrease based on the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective so that the market value, measured by such volume weighted average, of any shares of CommScope common stock that CommScope may elect to issue will remain constant. Nevertheless, it is possible that the actual market value of any shares of CommScope common stock so issued as of the effective time of the merger may be higher or lower than such weighted average.

Q:

HOW WILL ANDREW STOCK OPTIONS BE AFFECTED BY THE MERGER?

A:

All Andrew stock options will vest automatically as a result of the merger. Prior to the effective time of the merger, holders of Andrew stock options may elect to have some or all of their stock options cancelled as of the effective time of the merger in which case such holder will receive with respect to each share of Andrew common stock subject to the cancelled stock option an amount equal to the merger consideration less the exercise price of such cancelled stock option. Holders of Andrew stock options who do not elect to have their stock options cancelled as described in the previous sentence will have each non-cancelled stock option converted into an option to acquire a number of shares of CommScope common stock (the determination of the number of shares of CommScope common stock covered by such option in such conversion and the exercise price applicable to such converted option are described in more detail herein). For further information, see the section entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units."

Q:

HOW WILL ANDREW RESTRICTED STOCK UNITS BE AFFECTED BY THE MERGER?

A:

At the effective time of the merger, except as described below, each restricted stock unit (including performance stock units) will be assumed by CommScope and will be converted into the right to receive, upon vesting (which vesting will occur at the effective time of the merger to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement), shares of CommScope common stock (if CommScope common stock is issued as part of the merger consideration) and cash; the method for determining the number of shares of CommScope common stock and the amount of cash to be received are described in more detail herein. However, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted unit award agreement, a restricted stock unit will vest at the effective time of the merger and will be cancelled as of the effective time for an all-cash payment of \$15.00 for each share of Andrew common stock underlying the restricted stock unit. For further information, see the section entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units."

Q:

WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO ME?

A:

The merger will be a taxable transaction for U.S. federal income tax purposes to a holder of Andrew common stock. The receipt of cash and CommScope common stock by a holder of Andrew common stock will cause the holder to recognize gain or loss for U.S. federal income tax purposes measured by the difference, if any, between the cash and the value of CommScope common stock the holder of Andrew common stock receives in the merger and the adjusted tax basis of the holder's shares of Andrew common stock.

Tax matters are very complicated, and the tax consequences of the merger to a particular Andrew stockholder will depend in part on such stockholder's circumstances. Accordingly, we urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.

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For further information, see the section entitled "Material United States Federal Income Tax Consequences."

Q:
WHAT IS PROPOSAL NO. 2?

A:
If Andrew fails to receive a sufficient number of votes to approve Proposal No. 1, Andrew may propose to adjourn the special meeting, if a quorum is present, for a period of not more than 30 days for the purpose of soliciting additional proxies to approve Proposal No. 1. Andrew does not intend to propose adjournment at the special meeting if there are sufficient votes to approve Proposal No. 1. Andrew's proposal to adjourn the special meeting, if necessary, to solicit additional proxies is referred to herein as Proposal No. 2.

Q:
HOW DOES ANDREW'S BOARD OF DIRECTORS RECOMMEND THAT I VOTE?

A:
After careful consideration, Andrew's board of directors recommends that the Andrew stockholders vote "**FOR**" Proposal No. 1 to adopt the merger agreement and "**FOR**" Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. For further information about the Andrew board recommendation, see the sections entitled "The Special Meeting Board Recommendation," "Proposal No. 1 The Merger Reasons for the Merger" and "Proposal No. 2 Possible Adjournment of the Special Meeting."

Q:
WHAT RISKS SHOULD I CONSIDER IN DECIDING WHETHER TO VOTE IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT?

A:
You should carefully review the section of this proxy statement/prospectus entitled "Risk Factors," which presents risks and uncertainties related to the merger, CommScope common stock and the business of each of CommScope and Andrew.

Q:
WHEN DO YOU EXPECT THE MERGER TO BE CONSUMMATED?

A:
We anticipate that the consummation of the merger will occur by the end of 2007, but we cannot predict the exact timing. For further information, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

Q:
WHAT DO I NEED TO DO NOW?

A:
We urge you to read this proxy statement/prospectus carefully, including its annexes and exhibits, and to consider how the merger affects you. After such consideration, please provide your proxy instructions as soon as possible so that your shares may be represented at the special meeting. You may provide your proxy instructions in one of three different ways:

Mail your signed and completed proxy card in the enclosed return envelope;

Call the toll-free number included on your proxy card; or

Vote via the Internet by following the instructions on your proxy card.

Please provide your proxy instructions only once and as soon as possible so that your shares can be voted at the special meeting. If your shares of Andrew common stock are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in "street name" and the proxy materials are being forwarded to you together with a voting instruction card. Your broker or other nominee will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares.

Q:

WHAT HAPPENS IF I DO NOT VOTE, DO NOT FULLY COMPLETE OR RETURN A PROXY CARD OR OTHERWISE PROVIDE PROXY INSTRUCTIONS?

A:

Proposal No. 1 The failure to return your proxy card or otherwise provide proxy instructions will have the same effect as voting "AGAINST" the adoption of the merger agreement and could be a

factor in establishing a quorum for the special meeting, which is required to transact business at the meeting.

Proposal No. 2 The failure to return your proxy card or otherwise provide proxy instructions could be a factor in establishing a quorum for the special meeting, which is required to transact business at the meeting. If, however, a quorum is otherwise present at the special meeting, the failure to return your proxy card or otherwise provide proxy instructions will have no effect on the approval of the adjournment of the special meeting, if necessary, to solicit additional proxies for adoption of the merger agreement.

If you submit a signed proxy without specifying the manner in which you would like your shares to be voted, your shares will be voted **"FOR"** the adoption of the merger agreement and, if necessary, **"FOR"** the adjournment of the special meeting to solicit additional proxies for adoption of the merger agreement.

Q:
MAY I VOTE IN PERSON?

A:
If your shares are registered directly in your name with Andrew's transfer agent, you are considered, with respect to those shares, the stockholder of record, and the proxy materials and proxy card are being sent directly to you on behalf of Andrew. If you are an Andrew stockholder of record, you may attend the special meeting to be held on December 10, 2007, and vote your shares in person, rather than signing and returning your proxy card or otherwise providing proxy instructions.

If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in "street name" and the proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you are also invited to attend the special meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the special meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting.

Q:
MAY I CHANGE MY VOTE AFTER I HAVE PROVIDED PROXY INSTRUCTIONS?

A:
Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

Send a written notice stating that you would like to revoke your proxy;

Submit new proxy instructions either on a new proxy card, by telephone or via the Internet; or

Attend the meeting and vote in person (if you are entitled to do so, as described in the preceding question and answer).

Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

Q:
SHOULD I SEND IN MY STOCK CERTIFICATES NOW?

No. After the merger is consummated, you will receive written instructions from Mellon Investor Services, L.L.C., acting as CommScope's exchange agent, which we refer to as the exchange agent, explaining how to exchange your stock certificates representing shares of Andrew common stock for cash and for shares of CommScope common stock, if shares are being issued as part of the merger consideration. Any shares of CommScope common stock issued as part of the merger consideration will be issued in uncertificated book entry form. You will also receive a cash payment in lieu of any fractional share of CommScope common stock. We refer to the shares of CommScope common stock issuable in the merger, along with the cash consideration and any cash payment in lieu of any fractional share, as the merger consideration. **Please do not send in your stock certificates with your proxy.**

Q: HOW WILL ANDREW STOCKHOLDERS RECEIVE THE MERGER CONSIDERATION?

A: Following the merger, Andrew stockholders will receive a letter of transmittal and instructions on how to obtain the merger consideration in exchange for your Andrew common stock. You must return the completed letter of transmittal and your Andrew stock certificates as described in the instructions, and you will receive the merger consideration as soon as practicable after the exchange agent receives your completed letter of transmittal and Andrew stock certificates. If you hold shares through a brokerage account, your broker will surrender the necessary stock certificates to the exchange agent.

Q: AM I ENTITLED TO APPRAISAL RIGHTS?

A: Under the General Corporation Law of Delaware, which we refer to as the DGCL, holders of Andrew common stock are entitled to appraisal rights in connection with the merger, but in order to exercise such appraisal rights a holder of Andrew common stock must comply with the applicable Delaware statute. For further information, see the section entitled "The Special Meeting Appraisal Rights" for additional information.

Q: WHO IS PAYING FOR THIS PROXY SOLICITATION?

A: Andrew is conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this proxy statement/prospectus, the proxy card and any additional information furnished to stockholders. Andrew has retained Morrow & Co., Inc. to aid in Andrew's proxy solicitation process. Andrew estimates that its proxy solicitor fees will be approximately \$10,000, plus reimbursement of out-of-pocket expenses. Andrew may also reimburse brokerage houses and other custodians, nominees and fiduciaries for their costs of forwarding proxy and solicitation materials to beneficial owners.

Q: DO I NEED TO ATTEND THE SPECIAL MEETING IN PERSON?

A: No. It is not necessary for you to attend the special meeting to vote your shares if Andrew previously has received your proxy, although you are welcome to attend.

Q: WHO CAN HELP ANSWER MY QUESTIONS?

A: If you have questions about the merger, including the procedures for voting your shares, or would like additional copies, without charge, of this proxy statement/prospectus, you should contact:

Andrew Corporation
Attn: Investor Relations
3 Westbrook Corporate Center
Westchester, Illinois 60154
Telephone:(800) 232-6767
E-mail: investor.relations@andrew.com

Morrow & Co., Inc.
470 West Avenue
Stamford, Connecticut 06902
Call Toll-Free (800) 607-0088
E-mail: Andrew.info@morrowco.com

SUMMARY OF THE PROXY STATEMENT/PROSPECTUS

This summary highlights selected information from this document and may not contain all information that is important to you. To understand the merger more fully, you should read carefully this entire document, including its annexes and exhibits, and the documents incorporated by reference into this document. For further information, including a list of documents incorporated by reference, see the section entitled "Where You Can Find More Information." The merger agreement is attached as Annex A to this proxy statement/prospectus. We encourage you to read the merger agreement as it, and not this description, is the legal document that governs the merger.

Comparative Per Share Market Price Information

CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV". Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". On June 26, 2007, the last full trading day prior to the public announcement of the proposed merger, CommScope common stock closed at \$55.16 per share on the New York Stock Exchange and Andrew common stock closed at \$12.98 per share on the Nasdaq Global Market. On November 2, 2007, the last full trading day prior to the date of this proxy statement/prospectus, CommScope common stock closed at \$46.04 per share on the New York Stock Exchange and Andrew common stock closed at \$14.68 per share on the Nasdaq Global Market. For further information, see the section entitled "Market Price and Dividend Information" for additional historical prices of CommScope common stock and Andrew common stock.

The Companies

CommScope, Inc.
1100 CommScope Place, S.E.
P.O. Box 339
Hickory, North Carolina 28602
Telephone: (828) 324-2200

CommScope is a world leader in infrastructure solutions for communications networks. CommScope's highly-engineered cable and connectivity solutions enable a host of information-rich and interactive services that are delivered to the home, office and mobile devices. CommScope focuses on the "last mile" in communications networks, which is the distribution access, or final link to the customer. CommScope believes it is a global leader in structured cabling solutions for business enterprise applications and a global leader in broadband coaxial cables for the cable television industry. CommScope also designs, manufactures and markets a broad line of high-performance electronic, coaxial, and fiber optic cables and related products for data networking, Internet access, wireless communication, telephony and other broadband applications. In addition, CommScope is an industry leader in the design and manufacture of environmentally secure enclosures to integrate complex equipment for digital subscriber line (DSL) and Fiber-to-the-Node (FTTN) deployments by telecommunication service providers in the United States.

DJRoss, Inc. is an indirect wholly owned subsidiary of CommScope that was incorporated in Delaware on June 19, 2007. DJRoss does not engage in any operations and exists solely to facilitate the merger. For additional information about CommScope, see the section entitled "Business of CommScope."

Andrew Corporation
3 Westbrook Corporate Center
Suite 900
Westchester, Illinois 60154
Telephone: (800) 232-6767

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Andrew Corporation designs, manufactures and delivers innovative and essential equipment and solutions for the global communications infrastructure market. Andrew serves operators and original equipment manufacturers from facilities in 35 countries. Andrew, headquartered in Westchester, Illinois, is an S&P Midcap 400 company founded in 1937. For additional information about Andrew, see the section entitled "Business of Andrew."

The Special Meeting

Date, Time and Place. The special meeting will take place at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018 on December 10, 2007 at 2:00 p.m., local time.

What you are being asked to vote on. At the special meeting, Andrew stockholders will vote on Proposal No. 1 to adopt the merger agreement and Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. Adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement.

Who may vote. You may vote at the special meeting if you owned Andrew common stock at the close of business on the record date, November 1, 2007. On that date, there were 156,098,818 shares of Andrew common stock outstanding and entitled to vote. You may cast one vote for each share of Andrew common stock that you owned on the record date.

What vote is needed. The affirmative vote in person or by proxy of the holders of at least a majority of the shares of Andrew common stock issued and outstanding on the record date is required to approve Proposal No. 1. Approval of Proposal No. 2 requires the affirmative vote of the holders of at least a majority of the shares of Andrew common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter, if a quorum is present.

Share Ownership of Management. As of October 31, 2007, shares representing approximately 0.3% of the outstanding shares of Andrew common stock were held by Andrew's directors, executive officers and their respective affiliates.

For further information regarding the special meeting, see the section entitled "The Special Meeting."

Recommendations to Stockholders of Andrew

After careful consideration, Andrew's board of directors recommends that Andrew stockholders vote "**FOR**" Proposal No. 1 to adopt the merger agreement and "**FOR**" Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. For further information, see the section entitled "The Special Meeting Andrew Board Recommendation."

Structure of the Merger

In the merger, DJRoss, Inc., an indirect wholly owned subsidiary of CommScope, will merge with and into Andrew, and Andrew will become an indirect wholly owned subsidiary of CommScope. Holders of Andrew common stock will receive, for each share of Andrew common stock they own, the merger consideration consisting of (1) \$13.50 in cash and (2) the stub portion of the merger consideration, which will consist of, at CommScope's election, either (i) \$1.50 in cash, (ii) a fraction of a fully paid and nonassessable share of CommScope common stock equal to (A) \$1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective, or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling \$1.50. All Andrew stock options will vest

automatically as a result of the merger and holders of Andrew stock options may elect to cancel some or all of their stock options as of the effective time of the merger, in which case they will be entitled to receive in respect of each share of common stock subject to such cancelled options an amount equal to the merger consideration less the exercise price of such options. If the holders of Andrew stock options do not elect to cancel their stock options, such Andrew stock options will be converted into options to acquire CommScope common stock (the number of shares of CommScope common stock to be represented by such converted stock option is determined as described in the merger agreement). At the effective time of the merger, except as described below, each restricted stock unit (including performance stock units) will be assumed by CommScope and will be converted into the right to receive, upon vesting (which vesting will occur at the effective time of the merger to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement), the merger consideration. However, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement, a restricted stock unit will vest at the effective time of the merger and will be cancelled as of the effective time for an all-cash payment of \$15.00 for each share of Andrew common stock underlying the restricted stock unit. The warrant issued to TruePosition, Inc. for the purchase of 1,000,000 shares of Andrew common stock at an exercise price of \$17.70 per share of Andrew common stock, which we refer to as the Andrew warrant, will become exercisable for the merger consideration in accordance with the terms of the Andrew warrant. The 3¹/₄% convertible subordinated notes due 2013, issued by Andrew, which we refer to as the Andrew notes, will cease to be convertible into Andrew common stock and will become convertible into the merger consideration in accordance with the terms of the indenture governing the Andrew notes.

Conversion of Andrew Stock in the Merger

Each share of Andrew common stock issued and outstanding immediately prior to the completion of the merger, but excluding shares of Andrew common stock held in the treasury of Andrew and shares for which appraisal rights have been asserted in accordance with the DGCL, will be converted into the right to receive \$13.50 in cash, plus the stub portion of the merger consideration, which, at the election of CommScope, will consist of either (i) \$1.50 in cash; (ii) a fraction of a share of CommScope common stock equal to \$1.50 divided by the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective; or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling \$1.50.

The value of the merger consideration, based on such volume weighted average, will not be adjusted as a result of changes to the market price of CommScope or Andrew common stock prior to the effective time of the merger; however, the exchange ratio used to determine the number of shares of CommScope common stock, if any, to be issued as the stock portion of the merger consideration will be adjusted to reflect stock splits, reclassifications and other similar changes to CommScope's common stock or Andrew's common stock which occur on or after the date of the merger agreement and prior to the effective time of the merger. Because CommScope has the right to determine whether or not to issue CommScope common stock to pay the stub portion of the merger consideration, the exact form of consideration to be received by a holder of Andrew common stock for the stub portion of the merger consideration may not be finally determined until after the date of the special meeting.

If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in respect of Andrew common stock, the Andrew notes, and Andrew stock options and restricted shares in connection with the merger, representing approximately 8% of the outstanding shares of CommScope common stock immediately following the consummation of the merger, assuming that a CommScope common stock price of \$47.17 per share (which was the closing price on October 31,

2007) is used in the calculation and based on the number of shares of CommScope common stock outstanding as of October 31, 2007. The number of shares of CommScope common stock issued in connection with the merger will be lower if CommScope elects to pay the stub portion of the merger consideration only partially in CommScope common stock. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger. For further information about the structure of the merger, see the section entitled "Proposal No. 1 The Merger General Description of the Merger."

Stock Options, Warrant and Notes

All Andrew stock options will automatically vest as a result of the merger and holders of Andrew stock options will be able to elect to have some or all of their options cancelled as of the effective time of the merger, in which case the holders of such stock options will be entitled to receive in respect of each share of common stock subject to such cancelled stock option an amount equal to the merger consideration less the exercise price of the cancelled stock option. If a holder of Andrew stock options does not elect to have all of such stock options cancelled, each stock option not cancelled will be converted into an option to acquire shares of CommScope common stock.

From and after the effective time of the merger, the Andrew warrant will become exercisable for the merger consideration in accordance with the terms of the Andrew warrant.

From and after the effective time of the merger, the Andrew notes will cease to be convertible into Andrew common stock and will become convertible into the merger consideration in accordance with the terms of the indenture governing the Andrew notes. In addition, following the merger, CommScope will be required to offer to repurchase any Andrew notes not converted into the merger consideration at a price equal to 100% of the principal amount thereof, together with accrued and unpaid interest up to, but excluding, the date of such repurchase.

For further information, see the sections entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units," "Treatment of Andrew Warrant and Andrew Notes," and "Conditions to Completion of the Merger."

Risk Factors

In evaluating the merger agreement, you should read this proxy statement/prospectus carefully and especially consider the factors discussed in the section entitled "Risk Factors."

Andrew's Reasons for the Merger

In reaching its decision to approve the merger, Andrew's board of directors consulted with senior management and Andrew's financial and legal advisors and considered a number of material factors. Those factors included, but were not limited to, a significant trend of industry consolidation, a purchase price that was deemed to be highly favorable and the product of a vigorous negotiation process, the lack of better strategic alternatives thought to be available to Andrew and the opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as Merrill Lynch, as to the fairness, from a financial point of view, of the merger consideration, as of the date of such opinion and subject to the assumptions and limitations set forth in such opinion. Andrew's board of directors also considered a number of negative factors explained in more detail below. For further information about Andrew's reasons for the merger, see the section entitled "Proposal No. 1 The Merger Andrew's Reasons for the Merger."

Opinion of Andrew's Financial Advisor

On June 26, 2007, Merrill Lynch delivered to Andrew's board of directors its oral opinion, which opinion was subsequently confirmed in writing, to the effect that, as of that date and based upon the assumptions made, matters considered and limits of review set forth in its written opinion, the merger consideration pursuant to the merger agreement was fair, from a financial point of view, to the holders of Andrew common stock. A copy of Merrill Lynch's written opinion is attached to this proxy statement/prospectus as Annex B. Merrill Lynch was not requested to and did not provide any financial advisory services to Andrew in connection with the merger, including advice concerning the structure, the specific amount of the merger consideration, or any other aspects of the merger, other than the delivery of its opinion. Merrill Lynch did not participate in negotiations with respect to the merger consideration or the other terms of the merger or the merger agreement. We encourage you to read carefully both the section entitled "Proposal No. 1 The Merger Opinion of Andrew's Financial Advisor" and the opinion itself in its entirety for a description of the assumptions made, matters considered and limits on the scope of review undertaken by Merrill Lynch. Merrill Lynch's opinion was intended for the use and benefit of Andrew's board of directors, does not address the merits of the underlying decision by Andrew to enter into the merger agreement or any of the transactions contemplated thereby, including the merger, and does not constitute a recommendation to any Andrew stockholder as to how that stockholder should vote on the merger or any related matter.

CommScope's Reasons for the Merger

CommScope determined to pursue the merger to expand its global leadership in infrastructure solutions for communications networks, including structured cabling solutions for the business enterprise; broadband cable and apparatus for cable television applications; and antenna and cable products, base station subsystems, coverage and capacity systems, and network solutions for wireless applications. For further information, see the section entitled "CommScope's Reasons for the Merger."

Interests of Andrew Directors and Executive Officers

When considering the recommendations by the Andrew board of directors, you should be aware that a number of Andrew's executive officers and directors have interests in the merger that are different from those of other Andrew stockholders. For further information, see the section entitled "Proposal No. 1 The Merger Interests of Andrew Directors and Executive Officers in the Merger."

Restrictions on Sales of Shares to be Received in the Merger

The shares of CommScope common stock, if any, to be issued in the merger and received by persons who are deemed to be "affiliates" of Andrew on the date of the special meeting may be resold by them only in transactions permitted by the resale provisions of Rule 145 under the Securities Act of 1933, as amended, which we refer to as the Securities Act, or as otherwise permitted under the Securities Act. For further information, see the section entitled "Proposal No. 1 The Merger Restrictions on Sales of Shares to be Received in the Merger."

Solicitation

Andrew agreed to a number of limitations with respect to soliciting, negotiating and discussing acquisition proposals involving persons other than CommScope, and to certain related matters in the merger agreement. For further information regarding these limitations, see the section entitled "The Merger Agreement Covenants Relating to the Conduct of Business Solicitation."

Conditions to the Merger

The respective obligations of CommScope and Andrew to consummate the merger are subject to the satisfaction or waiver of certain conditions. For further information about the conditions, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

Termination

Either CommScope or Andrew can terminate the merger agreement under certain circumstances, which would prevent the merger from being consummated. For further information, see the section entitled "The Merger Agreement Termination of Merger Agreement."

A termination fee of \$75 million may be payable by Andrew to CommScope upon the termination of the merger agreement under certain circumstances. For further information about the termination fee, see the section entitled "The Merger Agreement Termination Fee."

Expenses

Subject to limited exceptions, all fees and expenses incurred in connection with the merger agreement will be paid by the party incurring such expenses. CommScope and Andrew will share equally the filing fees required in connection with the filing by the parties of the premerger notification and report forms relating to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, and any foreign antitrust, competition or similar laws. For further information, see the section entitled "The Merger Agreement Other Covenants and Agreements Expenses."

Financing

The merger agreement is not conditioned upon the receipt of financing by CommScope. CommScope estimates that the total amount of funds necessary to complete the merger and pay related transaction costs (assuming CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock), including payment to Andrew stockholders and certain holders of Andrew stock options and restricted shares, the refinancing of existing indebtedness, payment of the merger consideration to holders of the Andrew notes (assuming full conversion of the Andrew notes), and payment of fees and expenses in connection with the merger, the financing arrangements and the related transactions, will be approximately \$2.59 billion (\$2.85 billion if CommScope elects to use all cash for the merger consideration). CommScope has obtained commitments for debt financing in an aggregate amount of \$2.55 billion, the funding of which is subject to the satisfaction of the conditions set forth in the commitment letter pursuant to which the financing will be provided. Since obtaining the commitment letter, CommScope has engaged in discussions with the lead arrangers and the debt providers under the commitment letter regarding certain changes to the structure and terms of the senior secured credit facilities. As a result of these discussions, CommScope expects that the aggregate amount of the senior secured credit facilities will be reduced from \$2.55 billion to \$2.5 billion. These changes do not affect the availability of the senior credit facilities on the terms set forth in the commitment letter. The commitment letter is not being changed and remains in effect on its original terms. For further information, see the section entitled "Proposal No. 1 The Merger Financing."

Material Federal Income Tax Consequences of the Merger

The merger will be a taxable transaction for U.S. federal income tax purposes to a holder of Andrew common stock. The receipt of cash and CommScope common stock, if any, by a holder of Andrew common stock will cause the holder to recognize gain or loss for U.S. federal income tax purposes measured by the difference, if any, between the cash and the value of CommScope common

stock the holder of Andrew common stock receives in the merger and the adjusted tax basis of the holder's shares of Andrew common stock. If the holding period of the Andrew common stock surrendered in the merger is greater than one year as of the date of the merger, the gain or loss will be long-term capital gain or loss. Each share of CommScope common stock, if any, received by a holder of Andrew common stock in the merger will have a tax basis equal to the fair market value of the share received. For further information, see the section entitled "Material United States Federal Income Tax Consequences."

Tax matters can be complicated, and the tax consequences of the merger to you will depend on the facts of your own situation. You should consult your own tax advisors to fully understand the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.

Regulatory Approvals

To consummate the merger, CommScope and Andrew must make filings and obtain approvals or clearances from antitrust regulatory authorities in certain jurisdictions, including the United States. In the United States, CommScope must also comply with applicable federal and state securities laws and the rules and regulations of the New York Stock Exchange in connection with the issuance of shares of CommScope common stock, if any, in the merger and the filing of this proxy statement/prospectus with the SEC. For further information, see the section entitled "Proposal No. 1 The Merger Regulatory Approvals Required for the Merger."

Anticipated Accounting Treatment of the Merger

The merger will be accounted for as a purchase transaction by CommScope for financial reporting and accounting purposes under U.S. generally accepted accounting principles. The results of operations of Andrew will be included in the consolidated financial statements of CommScope from and after the consummation of the merger. For further information, see the section entitled "Proposal No. 1 The Merger Anticipated Accounting Treatment of the Merger."

Appraisal Rights

Holders of Andrew common stock are entitled to appraisal rights under the Delaware General Corporation Law in connection with the merger. For further information, see the sections entitled "The Special Meeting Appraisal Rights" and "Proposal No. 1 The Merger Appraisal Rights."

MARKET PRICE AND DIVIDEND INFORMATION

CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV", and Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". The following tables present, for the periods indicated, the range of high and low per share sales prices for CommScope common stock as reported on the New York Stock Exchange and the range of high and low per share sales prices of Andrew common stock as reported on the Nasdaq Global Market. Neither CommScope nor Andrew has ever declared or paid any cash dividend on shares of its common stock.

CommScope's fiscal year ends on December 31, and Andrew's fiscal year ends on September 30.

CommScope Common Stock

| | <u>High</u> | <u>Low</u> |
|---|-------------|------------|
| Fiscal Year Ended December 31, 2005 | | |
| First Quarter | \$ 19.23 | \$ 13.98 |
| Second Quarter | \$ 18.17 | \$ 13.83 |
| Third Quarter | \$ 19.73 | \$ 16.87 |
| Fourth Quarter | \$ 21.13 | \$ 16.38 |
| Fiscal Year Ended December 31, 2006 | | |
| First Quarter | \$ 29.42 | \$ 19.95 |
| Second Quarter | \$ 33.72 | \$ 25.92 |
| Third Quarter | \$ 33.67 | \$ 25.74 |
| Fourth Quarter | \$ 35.91 | \$ 29.25 |
| Fiscal Year Ending December 31, 2007 | | |
| First Quarter | \$ 43.79 | \$ 28.28 |
| Second Quarter | \$ 59.82 | \$ 41.90 |
| Third Quarter | \$ 63.51 | \$ 44.28 |
| Fourth Quarter to date (through November 2, 2007) | \$ 54.13 | \$ 44.80 |

Andrew Common Stock

| | <u>High</u> | <u>Low</u> |
|---|-------------|------------|
| Fiscal Year Ended September 30, 2005 | | |
| First Quarter (October 1, 2004 - December 31, 2004) | \$ 15.49 | \$ 12.18 |
| Second Quarter (January 1, 2005 - March 31, 2005) | \$ 14.08 | \$ 11.28 |
| Third Quarter (April 1, 2005 - June 30, 2005) | \$ 13.99 | \$ 10.83 |
| Fourth Quarter (July 1, 2005 - September 30, 2005) | \$ 14.19 | \$ 10.38 |
| Fiscal Year Ended September 30, 2006 | | |
| First Quarter (October 1, 2005 - December 31, 2005) | \$ 11.75 | \$ 10.07 |
| Second Quarter (January 1, 2006 - March 31, 2006) | \$ 14.25 | \$ 10.43 |
| Third Quarter (April 1, 2006 - June 30, 2006) | \$ 12.50 | \$ 8.68 |
| Fourth Quarter (July 1, 2006 - September 30, 2006) | \$ 9.79 | \$ 7.08 |
| Fiscal Year Ended September 30, 2007 | | |
| First Quarter (October 1, 2006 - December 31, 2006) | \$ 10.73 | \$ 8.80 |
| Second Quarter (January 1, 2007 - March 31, 2007) | \$ 11.25 | \$ 9.89 |
| Third Quarter (April 1, 2007 - June 30, 2007) | \$ 14.60 | \$ 10.49 |
| Fourth Quarter (July 1, 2007 - September 30, 2007) | \$ 14.47 | \$ 13.38 |
| Fiscal Year Ending September 30, 2008 | | |
| First Quarter to date (through November 2, 2007) | \$ 14.70 | \$ 13.33 |

CommScope may elect to pay the stub portion of the merger consideration in cash, CommScope common stock or a combination thereof. The following table presents the closing sales price per share

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of CommScope common stock and Andrew common stock, as reported on the New York Stock Exchange and the Nasdaq Global Market, respectively, on June 26, 2007, the last full trading day before the public announcement of the proposed merger, and on October 31, 2007, and the approximate maximum number of shares of CommScope common stock issuable for the stub portion of the merger consideration assuming that the per share CommScope common stock price on each of such dates was used in the calculation of the exchange ratio and further assuming 176.6 million shares of Andrew fully diluted common stock were outstanding as of such dates:

| | CommScope Common Stock | Andrew Common Stock | Approximate Maximum Number of Shares of CommScope Common Stock Issuable in the Merger |
|------------------|-----------------------------------|--------------------------------|--|
| June 26, 2007 | \$ 55.16 | \$ 12.98 | 4.8 million |
| October 31, 2007 | 47.17 | 14.66 | 5.5 million |

Following the consummation of the merger, CommScope common stock will continue to be listed on the New York Stock Exchange, and there will be no further market for the Andrew common stock.

SELECTED HISTORICAL FINANCIAL DATA OF COMMSCOPE

The following statements of operations data for each of the three years in the period ended December 31, 2006 and the balance sheet data as of December 31, 2006 and 2005 have been derived from CommScope's audited consolidated financial statements contained in its Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated into this proxy statement/prospectus by reference. The statements of operations data for the years ended December 31, 2003 and 2002 and the balance sheet data as of December 31, 2004, 2003 and 2002 have been derived from CommScope's audited consolidated financial statements for such years, which have not been incorporated into this proxy statement/prospectus by reference. The statements of operations data for each of the six month periods ended June 30, 2007 and 2006 and the balance sheet data as of June 30, 2007 have been derived from CommScope's unaudited consolidated financial statements, which are contained in CommScope's Quarterly Report on Form 10-Q for the period ended June 30, 2007, which is incorporated into this proxy statement/prospectus by reference. The historical financial information of CommScope does not include the results for the Connectivity Solutions business, acquired in 2004, for any date prior to January 31, 2004 and includes the results of OFS BrightWave, LLC through June 14, 2004, the date CommScope disposed of its equity interest in OFS BrightWave, LLC. CommScope's historical book value per share is computed by dividing total shareholders' equity by the number of common shares outstanding at the end of the period.

You should read this selected historical financial data together with the financial statements that are incorporated by reference into this proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of CommScope contained in such reports.

| Six Months Ended June 30, | | Fiscal Year Ended December 31, | | | | |
|------------------------------|------|--------------------------------|------|------|------|------|
| 2007 | 2006 | 2006 | 2005 | 2004 | 2003 | 2002 |

(In millions, except per share data)

Historical Consolidated Statements of Operations Data:

| | | | | | | | |
|----------------------------|----------|----------|------------|------------|------------|----------|----------|
| Net sales | \$ 954.6 | \$ 764.1 | \$ 1,623.9 | \$ 1,337.2 | \$ 1,152.7 | \$ 573.3 | \$ 598.5 |
| Gross profit | 294.5 | 193.3 | 444.1 | 344.5 | 254.8 | 114.6 | 120.6 |
| Operating income (loss)(1) | 150.1 | 57.4 | 158.6 | 74.9 | 5.9 | (9.0) | |