

Edgar Filing: COMMSCOPE INC - Form 424B3

COMMSCOPE INC  
 Form 424B3  
 February 14, 2005

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

PROSPECTUS SUPPLEMENT NO. 3  
 (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

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This prospectus supplement no. 3 supplements and amends the prospectus dated October 12, 2004, as amended by prospectus supplement no. 1 dated November 5, 2004 and prospectus supplement no. 2 dated December 16, 2004, relating to the 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 OF BENEFICIALLY OWNED (1)
	BENEFICIALLY OWNED AND OFFERED HEREBY	PERCENTAGE OF DEBENTURES OUTSTANDING	
Highbridge International LLC	20,000,000	8.0%	919,540
McMahan Securities Co. L.P.	178,000	*	8,183
UBS AG London F/B/O HFS	5,000,000	2.0%	229,885

\* Less than 1%.

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- (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:

Chrysler Corporation Master Retirement Trust	2,785,000	1.1%	128,045
Delta Air Lines Master Trust - CV	675,000	*	31,034
Delta Pilots Disability & Survivorship Trust - CV	335,000	*	15,402
F.M. Kirby Foundation, Inc.	800,000	*	36,781
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust	375,000	*	17,241
International Truck & Engine Corporation Retiree Health Benefit Trust	205,000	*	9,425
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust	395,000	*	18,160
Microsoft Corporation	695,000	*	31,954
Motion Picture Industry Health Plan - Active Member Fund	85,000	*	3,908
Motion Picture Industry Health Plan - Retiree Member Fund	60,000	*	2,758
OCM Convertible Trust	1,370,000	*	62,988
OCM Global Convertible Securities Fund	100,000	*	4,597
Partner Reinsurance Company Ltd.	590,000	*	27,126
Qwest Occupational Health Trust	115,000	*	5,287
State Employees' Retirement Fund of the State of Delaware	800,000	*	36,781
The St. Paul Travelers Companies, Inc. - Commercial Lines	685,000	*	31,494
The St. Paul Travelers Companies, Inc. - Personal Lines	455,000	*	20,919
UnumProvident Corporation	255,000	*	11,724
Vanguard Convertible Securities Fund, Inc.	10,940,000	4.4%	502,988

The prospectus, together with prospectus supplement no. 1, prospectus supplement no. 2 and this prospectus supplement no. 3, 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)."

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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 FEBRUARY 14, 2005