

TC Group CommScope Holdings, L.L.C.

Form 4

November 18, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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

11/16/2016

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2016		S		19,716,970	D	\$ 33.21
					0		
						I	See Footnote (1)

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

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information contained in this form are not
required to respond unless the form
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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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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 20004-2505	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 Sub L.P.
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/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

CARLYLE HOLDINGS I GP INC. By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

CARLYLE HOLDINGS I GP SUB L.L.C. By: Carlyle Holdings I GP Inc., its managing
member, By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

CARLYLE HOLDINGS I L.P. By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ Daniel A.
D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

TC GROUP SUB, L.P. By: TC Group, L.L.C., its general partner By: Carlyle Holdings I
L.P., its managing member By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

TC GROUP COMMScope HOLDINGS, L.L.C. By: TC Group Sub, L.P., its managing
member By: TC Group, L.L.C., its general partner By: Carlyle Holdings I L.P., its managing
member By: /s/ Daniel A. D'Aniello, Chairman

11/18/2016

__Signature of Reporting Person

Date

CARLYLE-COMMScope HOLDINGS, L.P. By: /s/ Jeremy W. Anderson, Authorized
Person

11/18/2016

__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).

- (1) Carlyle-CommScope Holdings, L.P. was 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 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 general partner of TC Group Sub, L.P., 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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