

CommScope Holding Company, Inc.  
Form DEF 14A  
March 12, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(RULE 14a-101)**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of**  
**the Securities Exchange Act of 1934**

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

**COMMSCOPE HOLDING COMPANY, INC.**  
**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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Form or Schedule and the date of its filing.

(6) Amount Previously Paid:

(7) Form, Schedule or Registration Statement No.:

(8) Filing Party:

(9) Date Filed:

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March 12, 2015

Dear Stockholder:

You are cordially invited to the Annual Meeting of Stockholders (the Annual Meeting ) of CommScope Holding Company, Inc., a Delaware corporation (the Company ), to be held on Friday, May 1, 2015 at 1:30 p.m., local time, at JPMorgan Chase & Co., 270 Park Avenue 2nd Floor Conference Center, New York, NY 10017.

At the Annual Meeting we will review the Company s activities in 2014, as well as the outlook for 2015. Details of the business to be conducted and the matters to be considered at the Annual Meeting are provided in the attached Notice of Annual Meeting and Proxy Statement.

You will also find information regarding the matters to be voted on in the attached Notice of Annual Meeting and Proxy Statement. We are sending our stockholders a notice regarding the availability of this Proxy Statement, our 2014 Annual Report to Stockholders and other proxy materials via the Internet. This electronic process gives you fast, convenient access to the materials, reduces the impact on the environment and reduces our printing and mailing costs. You may request a paper copy of these materials using one of the methods described in the materials.

Whether or not you attend in person, **it is important** that your shares be represented and voted at the meeting. I urge you to sign, date and return the enclosed proxy card, or vote via telephone or the Internet as directed on the proxy card, at your earliest convenience. You are, of course, welcome to attend the Annual Meeting and vote in person, even if you have previously returned your proxy card or voted over the Internet or by telephone.

Sincerely,

Marvin S. Edwards, Jr.

*President and Chief Executive Officer*

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**COMMSCOPE HOLDING COMPANY, INC.**

1100 CommScope Place, SE

Hickory, North Carolina 28602

**NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS**

**Time and Date:** 1:30 p.m. E.D.T. on Friday, May 1, 2015

**Place:** JPMorgan Chase & Co.

270 Park Avenue, 2<sup>nd</sup> Floor Conference Center

New York, NY 10017

**Who Can Vote:** Only holders of our common stock at the close of business on March 10, 2015 will be entitled to receive notice of, and to vote at, the Annual Meeting.

**Annual Report:** Our 2014 Annual Report to Stockholders accompanies but is not part of these proxy materials.

**Proxy Voting:** **Your Vote is Important.** Please vote your shares at your earliest convenience. This will ensure the presence of a quorum at the meeting. Promptly voting your shares via the Internet, by telephone, or by signing, dating and returning the enclosed proxy card or voting instruction form will save the expenses and extra work of additional solicitation. If you wish to vote by mail, we have enclosed an envelope, postage prepaid if mailed in the United States. Submitting your proxy now will not prevent you from voting your shares at the meeting, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted by delivering to the Company a subsequently executed proxy or a written notice of revocation or by voting in person at the Annual Meeting.

**Items of Business:** To elect three Class II directors for terms ending at the 2018 Annual Meeting of Stockholders;

To approve, on a non-binding advisory basis, the compensation paid to our named executive officers;

To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015; and

To transact any other business that may properly come before the Annual Meeting.

**Date of Mailing:**

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A Notice of Internet Availability of Proxy Materials or this Proxy Statement are first being mailed to stockholders on or about March 12, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS,**

Sincerely,

Frank B. Wyatt, II

*Secretary*

March 12, 2015

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**PROXY STATEMENT**

**Annual Meeting of Stockholders**

**May 1, 2015**

This proxy statement and accompanying proxy (the Proxy Statement ) are being furnished to the stockholders of CommScope Holding Company, Inc., a Delaware corporation (the Company or CommScope ), in connection with the solicitation of proxies by the Board of Directors of the Company (the Board or the Board of Directors ) for use at the Annual Meeting of Stockholders, and at any adjournment or postponement thereof (the Annual Meeting ), for the purposes set forth in the accompanying Notice of 2015 Annual Meeting of Stockholders. The Annual Meeting will be held on May 1, 2015 at 1:30 p.m., local time, at JPMorgan Chase & Co., 270 Park Avenue 2nd Floor Conference Center, New York, NY 10017.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**Why did I receive a Notice of Internet Availability of Proxy Materials?**

You are receiving this Proxy Statement because you owned shares of CommScope common stock at the close of business on March 10, 2015 (the Record Date ), and that entitles you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting.

We are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about March 12, 2015, we mailed a Notice of Internet Availability of Proxy Materials (the Notice ) to our stockholders. The Notice contains instructions about how to access our proxy materials and vote via the Internet. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via e-mail unless you elect otherwise.

**Who is entitled to vote at the Annual Meeting?**

Holders of our common stock outstanding at the close of business on the Record Date are entitled to vote their shares at the Annual Meeting. As of the Record Date, 189,108,463 shares of our common stock were issued and outstanding. Each share of our common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

The presence at the Annual Meeting in person or by proxy of the holders of record of a majority in voting power of the shares entitled to vote at the Annual Meeting, or 94,554,232 shares, will constitute a quorum for the transaction of business at the Annual Meeting.

**What will I be voting on at the Annual Meeting and how does the Board recommend that I vote?**

There are three proposals that stockholders will vote on at the Annual Meeting:

Proposal No. 1 Election of three Class II directors to serve until the 2018 Annual Meeting of Stockholders;

Proposal No. 2 Advisory vote to approve the compensation paid to our named executive officers;

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Proposal No. 3 Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.

The Board recommends that you vote:

Proposal No. 1 **FOR** the election of the three nominees to the Board;

Proposal No. 2 **FOR** the advisory vote to approve the compensation paid to our named executive officers;

Proposal No. 3 **FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.

Mark A. Olson and Frank B. Wyatt, II, two of our executive officers, have been selected by our Board to serve as proxy holders for the Annual Meeting. All shares of our common stock represented by properly delivered proxies received in time for the Annual Meeting will be voted at the Annual Meeting by the proxy holders in the manner specified in the proxy by the stockholder. If you sign and return a proxy card without indicating how you want your shares to be voted, the persons named as proxies will vote your shares in accordance with the recommendations of the Board.

### **What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered, with respect to those shares, the stockholder of record. The Notice has been or will be sent directly to you.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of those shares held in street name. The Notice has been or will be sent to you by your broker, bank or other holder of record who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote the shares in your account.

### **How do I vote?**

***Stockholder of Record.*** If you are a stockholder of record, you may vote by using any of the following methods:

***Through the Internet.*** You may vote by proxy through the Internet by following the instructions on the Notice or the instructions on the proxy card if you request printed copies of the proxy materials by mail.

***By Telephone.*** If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free telephone number shown on the proxy card and following the recorded instructions.

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***By Mail.*** If you request printed copies of the proxy materials by mail, you may vote by proxy by completing, signing and dating the proxy card and sending it back to the Company in the envelope provided.

***In Person at the Annual Meeting.*** If you attend the Annual Meeting, you may vote your shares in person. We encourage you, however, to vote through the Internet, by telephone or by mailing us your proxy card even if you plan to attend the Annual Meeting so that your shares will be voted in the event you later decide not to attend the Annual Meeting.

***Beneficial Owners.*** If you are a beneficial owner of shares, you may vote by using any of the following methods:

***Through the Internet.*** You may vote by proxy through the Internet by following the instructions provided in the Notice and the voting instruction form provided by your broker, bank or other holder of record.

***By Telephone.*** If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free number found on the voting instruction form and following the recorded instructions.

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*By Mail.* If you request printed copies of the proxy materials by mail, you may vote by proxy by completing, signing and dating the voting instruction form and sending it back to the record holder in the envelope provided.

*In Person at the Annual Meeting.* If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from your broker, bank or other holder of record and present it at the Annual Meeting. Please contact that organization for instructions regarding obtaining a legal proxy.

### **What does it mean if I receive more than one Notice, proxy card or voting instruction form?**

If you received more than one Notice, proxy card or voting instruction form, your shares are registered in more than one name or are registered in different accounts. Please follow the voting instructions included in each Notice, proxy card and voting instruction form to ensure that all of your shares are voted.

### **May I change my vote after I have submitted a proxy?**

If you are a stockholder of record, you have the power to revoke your proxy at any time by:

delivering to our Corporate Secretary an instrument revoking the proxy;

delivering a new proxy in writing, through the Internet or by telephone, dated after the date of the proxy being revoked; or

attending the Annual Meeting and voting in person (attendance without casting a ballot will not, by itself, constitute revocation of a proxy).

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other holder of record. You may also revoke your previous voting instructions by voting in person at the Annual Meeting if you obtain a legal proxy from your broker, bank or other holder of record and present it at the Annual Meeting.

### **Who will serve as the proxy tabulator and inspector of election?**

A representative from American Stock Transfer & Trust Company, LLC, will serve as the independent inspector of election and will tabulate votes cast by proxy or in person at the Annual Meeting. We will report the results in a Form 8-K filed with the Securities and Exchange Commission (the Commission) within four business days of the Annual Meeting.

### **What vote is required to approve each proposal?**

The shares of a stockholder whose ballot on any or all proposals is marked as *abstain* will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present.

If you are a beneficial owner of shares and do not provide the record holder of your shares with specific voting instructions, your record holder may vote your shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015 (Proposal No. 3). However, your record holder cannot vote your shares without specific instructions on the election of directors (Proposal No. 1) or the advisory vote on the compensation paid to our named executive officers (Proposal No. 2). If your record holder does not receive instructions from you on how to vote your shares on Proposals 1 or 2, your record holder will inform the inspector of election that it does not have the authority to vote on that proposal with respect to your shares. This is generally referred to as a broker non-vote. Broker non-votes will be counted as present for purposes of determining whether enough votes are present to hold the Annual Meeting, but they will not be counted in determining the outcome of the vote.

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The following table summarizes the votes required for passage of each proposal and the effect of abstentions and broker non-votes.

<b>Proposal</b>	<b>Vote Required</b>	<b>Impact of Abstentions and Broker Non-Votes, if any</b>
No. 1 Election of directors	Directors will be elected by a plurality of the votes cast, meaning the directors receiving the largest number of for votes will be elected	Abstentions and broker non-votes will not affect the outcome of the vote
No. 2 Advisory vote to approve compensation paid to our named executive officers	Approval by a majority of the voting shares entitled to vote and represented in person or by proxy	Abstentions will count as votes against the proposal; broker non-votes will not affect the outcome of the vote.
No. 3 Ratification of appointment of independent registered public accounting firm	Approval by a majority of the voting shares entitled to vote and represented in person or by proxy	Abstentions will count as votes against the proposal; broker non-votes will not affect the outcome of the vote.

**Who is paying for the cost of this proxy solicitation?**

Our Board is soliciting the proxy accompanying this Proxy Statement. We will pay all proxy solicitation costs. Proxies may be solicited by our officers, directors, and employees, none of whom will receive any additional compensation for their services. These solicitations may be made personally or by mail, facsimile, telephone, messenger, email, or the Internet. We will pay brokers, banks, and certain other holders of record holding shares of common stock in their names or in the names of nominees, but not owning such shares beneficially, for the expense of forwarding solicitation materials to the beneficial owners. The Company has retained Morrow & Co., LLC, 470 West Avenue, Stamford, Connecticut 06902, to assist in the solicitation of proxies from stockholders. Morrow & Co., LLC will receive a solicitation fee of approximately \$6,500, plus reimbursement of certain out-of-pocket expenses.

**What do I need to do to attend the meeting in person?**

In order to be admitted to the Annual Meeting, you must present proof of ownership of CommScope stock as of the close of business on the Record Date. This can be:

a brokerage statement or letter from a bank or broker that is a record holder indicating your ownership of CommScope stock as of the close of business on March 10, 2015;

the Notice of Internet Availability of Proxy Materials;

a printout of the proxy distribution email (if you received your materials electronically);



a proxy card;

a voting instruction form; or

a legal proxy provided by your broker, bank or nominee.

Any holder of a proxy from a stockholder must present the proxy card, properly executed, and a copy of the proof of ownership. Stockholders and proxy holders must also present a form of photo identification such as a driver's license. We will be unable to admit anyone who does not present identification or refuses to comply with our security procedures.

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**Is there a list of stockholders entitled to vote at the Annual Meeting?**

A list of stockholders entitled to vote at the Annual Meeting will be available at the meeting and for ten days prior to the meeting, between the hours of 8:00 a.m. and 4:00 p.m. Eastern Time, at our offices at 1100 CommScope Place, SE, Hickory, North Carolina 28602. If you would like to view the stockholder list, please contact our Corporate Secretary to schedule an appointment.

**I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?**

To reduce costs and reduce the environmental impact of our Annual Meeting, we have adopted a procedure approved by the Commission called householding. Under this procedure, stockholders of record who have the same address and last name and who do not participate in electronic delivery of proxy materials will receive only a single copy of our Proxy Statement and 2014 Annual Report, unless we have received contrary instructions from such stockholder. Stockholders who participate in householding will continue to receive separate proxy cards and Notices.

We will promptly deliver, upon written or oral request, individual copies of the proxy materials to any stockholder that received a householded mailing. If you would like an additional copy of the Proxy Statement or 2014 Annual Report, please contact our Corporate Secretary, by mail at 1100 CommScope Place, SE, Hickory, North Carolina 28602 or by phone at (828) 324-2200. If you are a beneficial owner, you may contact the broker or bank where you hold the account.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our Proxy Statement and Annual Report, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our transfer agent, American Stock Transfer & Trust Company, LLC, at 6201 15<sup>th</sup> Avenue, Brooklyn, NY 11219 or by phone at (800) 937-5449.

**Could other matters be decided at the Annual Meeting?**

As of the date of this Proxy Statement, our Board is not aware of any matters, other than those described in this Proxy Statement, which are to be voted on at the Annual Meeting. If any other matters are properly raised at the Annual Meeting, however, the persons named as proxy holders intend to vote the shares represented by your proxy in accordance with their judgment on such matters.

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### **CORPORATE GOVERNANCE MATTERS AND COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Controlled Company**

We are no longer a controlled company for purposes of the rules of Nasdaq. Controlled companies under those rules are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. On January 14, 2011, CommScope Holding Company, Inc., an affiliate of the Carlyle Group, or Carlyle, acquired the equity of CommScope, Inc. (the Acquisition). In March and June 2014, Carlyle conducted secondary offerings of an aggregate of 40.25 million shares of our common stock, and on March 9, 2015, Carlyle sold an additional 20 million shares of our common stock in another secondary offering (the Sell-Down Offering). From the Acquisition until the Sell-Down Offering, Carlyle controlled more than 50% of the voting power of our common stock. The sale by Carlyle in the Sell-Down Offering resulted in its ownership falling below 50% of our outstanding common stock and the loss of our controlled company status. Following the Sell-Down Offering, Carlyle continues to own approximately 43% of our outstanding common stock and continues to have the right to designate a majority of the members of our Board of Directors for nomination for election.

While we were a controlled company, we took advantage of certain exemptions from corporate governance requirements provided in the rules of Nasdaq. Specifically, as a controlled company, we were not required to have (i) a majority of independent directors, (ii) a compensation committee composed entirely of independent directors or (iii) our director nominees selected, or recommended for selection by the Board of Directors, either by (a) independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate or (b) a nomination committee comprised solely of independent directors. Pursuant to the transition period provided by the rules of Nasdaq, our Nominating and Compensation Committees must be fully independent and a majority of the members of our Board of Directors must be independent within one year of our loss of controlled company status. During these transition periods, we may continue to utilize the available exemptions from certain corporate governance requirements as permitted by Nasdaq rules. The controlled company exemption does not modify the independence requirements for audit committees, and we are in compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq rules.

#### **Policies on Corporate Governance**

Our Board believes that good corporate governance is important to ensure our business is managed for the long-term benefit of our stockholders. We have adopted a Code of Conduct that applies to all of our directors, executive officers and Senior Financial and Accounting Officers. We have also adopted a Code of Ethics and Business Conduct that applies to all of our employees. We have also adopted Corporate Governance Guidelines. A copy of the current versions of the Code of Conduct, the Code of Ethics and Business Conduct and the Corporate Governance Guidelines, are available on our website at [www.commscope.com](http://www.commscope.com) and will also be provided upon request to any person without charge. Requests should be made in writing to our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, NC 28602, or by phone at (828) 324-2200. In the event of any amendment or waiver of our Code of Conduct or Code of Ethics and Business Conduct applicable to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, such amendment or waiver will be posted on our website.

#### **Board Leadership Structure**

The Company currently has separate individuals serving in the positions of Chairman of the Board and Chief Executive Officer. The Board of Directors does not have a set policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer, as the Board believes it is in the best interests of the Company to

make that determination based on the position and direction of the Company and the membership of the Board. The Board regularly evaluates whether or not the roles of Chairman of the Board and Chief Executive

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Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee of the Company. The Board believes these issues should be considered as part of the Board's broader oversight and succession planning process.

### **Board Role in Risk Oversight**

While risk management is primarily the responsibility of our management, the Board provides overall risk oversight focusing on the most significant risks facing us. The Board oversees the risk management processes that have been designed and are implemented by our executives to determine whether those processes are functioning as intended and are consistent with our business and strategy. The Board executes its oversight responsibility for risk management directly and through its committees. The Board's role in risk oversight has not affected its leadership structure.

The Audit Committee is specifically tasked with reviewing with management, the independent auditors and our legal counsel, as appropriate, our compliance with legal and regulatory requirements and any related compliance policies and programs. The Audit Committee is also tasked with reviewing our financial and risk management policies. Members of our management who have responsibility for designing and implementing our risk management processes regularly meet with the Audit Committee. The Board's other committees oversee risks associated with their respective areas of responsibility.

The full Board considers specific risk topics, including risk-related issues pertaining to laws and regulations enforced by the United States and foreign government regulators and risks associated with our business plan and capital structure. In addition, the Board receives reports from members of our management that include discussions of the risks and exposures involved with their respective areas of responsibility, and the Board is routinely informed of developments that could affect our risk profile or other aspects of our business.

### **Director Independence**

Our Corporate Governance Guidelines, which are available on our website as described above, require that the Board be comprised of a majority of directors who qualify as independent directors under applicable Nasdaq rules, unless we are a controlled company as defined by Nasdaq rules. As described above, we no longer qualify as a controlled company under applicable Nasdaq rules and therefore our Corporate Governance Guidelines require us to have a majority of independent directors (although the rules of Nasdaq provide a one year transition period). The Board has determined that each of our non-employee directors, Timothy T. Yates, Austin A. Adams, Claudius E. Watts IV, Campbell R. Dyer, Marco De Benedetti, Peter J. Clare, Stephen C. Gray, L. William Krause and Thomas J. Manning, is independent under applicable Nasdaq rules. The Board has determined that each of Marvin S. Edwards, Jr. and Frank M. Drendel is not independent. In making its independence determinations, the Board considered the relationship between our Company and Carlyle, as Carlyle owns approximately 43% of our outstanding common stock. Specifically, the Board considered the fact that (i) Messrs. Yates, Adams, Watts, Dyer, De Benedetti, Clare, Gray, Krause and Manning serve on our Board as designees of Carlyle pursuant to the terms of the amended and restated stockholders agreement, (ii) Messrs. Clare, De Benedetti, Dyer and Watts serve as Managing Directors of Carlyle, (iii) Messrs. Gray and Krause serve as Senior Advisors to Carlyle, and (iv) we paid a termination fee of approximately \$20.2 million to Carlyle in 2013 to terminate the management agreement we entered into with Carlyle in 2011 (which termination fee was below the thresholds set forth under the Nasdaq listing rules which might otherwise preclude a finding a director independence). The Board considered these matters and the other relationships with these directors and the Company and Carlyle and the Board determined that none of such directors have a relationship which, in the opinion of the Board, would interfere with the exercise of such director's independent judgment in carrying out the responsibilities as a director or otherwise impair such director's independence.

**Nominations for Directors**

Subject to our amended and restated stockholders agreement, the Nominating Committee will consider director nominees recommended by stockholders. For more information regarding our amended and restated stockholders

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agreement, see below under the heading **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**. A stockholder who wishes to recommend a director candidate for consideration by the Nominating Committee should send such recommendation to our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, NC 28602, who will then forward it to the committee. Any such recommendation should include a description of the candidate's qualifications for board service, the candidate's written consent to be considered for nomination and to serve if nominated and elected, and addresses and telephone numbers for contacting the stockholder and the candidate for more information. A stockholder who wishes to nominate an individual as a candidate for election, rather than recommend the individual to the Nominating Committee as a nominee, must comply with the advance notice requirements set forth in our Bylaws. See **Stockholder Proposals for the Company's 2016 Annual Meeting** for more information on these procedures.

The Nominating Committee will consider and evaluate persons recommended by the stockholders in the same manner as it considers and evaluates other potential directors. However, as described in more detail below, pursuant to our amended and restated stockholders agreement, Carlyle currently has the right to designate nine of our eleven board members, and Messrs. Drendel and Edwards have the right to be nominated for the remaining two board positions. See **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**.

## **Director Qualifications**

Subject to our amended and restated stockholders agreement, the Nominating Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board of Directors those candidates to be nominated for election to the Board of Directors. For more information regarding our amended and restated stockholders agreement, see below under the heading **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**. In reviewing such candidates, our Corporate Governance Guidelines, which are available on our website as described above, set forth criteria that the Nominating Committee must consider when evaluating a director candidate for membership on the Board of Directors. These criteria are as follows: (i) reputation for integrity, honesty and adherence to high ethical standards; (ii) demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to our current and long-term objectives and a willingness to contribute positively to the decision-making process; (iii) commitment to understand us and our industry and to regularly attend and participate in meetings of the Board of Directors and its committees; and (iv) ability to understand the sometimes conflicting interests of our various constituencies, which include stockholders, employees, clients, governmental units, creditors and the general public, and to act in the interests of all stockholders. The Nominating Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee. Our Corporate Governance Guidelines also require the Nominating Committee to consider the mix of backgrounds and qualifications of the directors in order to assure that the Board of Directors has the necessary experience, knowledge and abilities to perform its responsibilities effectively and to consider the value of diversity on the Board of Directors. While diversity and variety of experiences and viewpoints represented on the Board should always be considered, a director nominee should not be chosen nor excluded solely or largely because of race, religion, national origin, sex, sexual orientation or disability.

## **Board Composition**

Our Board of Directors currently consists of eleven members. Frank M. Drendel is our Chairman of the Board of Directors.

The number of members on our Board of Directors may be modified from time to time exclusively by resolution of our Board of Directors, subject to the terms of our amended and restated stockholders agreement. Our Board is divided into three classes whose members serve three-year terms expiring in successive years. Directors hold office

until their successors have been duly elected and qualified or until the earlier of their respective death, resignation or removal.



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At each annual meeting of stockholders, the successors to the directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting of stockholders following such election. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

In connection with the Acquisition, we entered into a stockholders agreement with Carlyle, members of management who hold common stock and certain other stockholders. Upon the effectiveness of the registration statement that was filed in connection with the Initial Public Offering, the stockholders agreement was amended and restated. See **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement. Pursuant to the amended and restated stockholders agreement, but subject to the annual election process, Carlyle has the right to designate nine of our eleven directors. Mr. Drendel will also be a director, and shall serve as the non-executive chairman of the Board, for so long as he is employed by us pursuant to his employment agreement. See **Compensation Discussion and Analysis** Employment, Severance and Change in Control Arrangements for more information regarding the employment agreement we have entered into with Mr. Drendel. The final director is our senior ranking executive officer, who, for so long as he serves as our chief executive officer, will be Marvin S. Edwards, Jr. All parties to the amended and restated stockholders agreement have agreed to vote their shares in favor of such designees. Carlyle is not obligated to designate the entire number of directors to which it is entitled and any such undesigned positions shall remain vacant until such time as Carlyle exercises its right to designate such additional directors. Currently, Carlyle has designated all nine director positions which it is entitled to designate under the amended and restated stockholders agreement. If Carlyle loses its right to designate any directors pursuant to the terms of the amended and restated stockholders agreement, these positions will be filled by our stockholders in accordance with our amended and restated certificate of incorporation, or the **Certificate of Incorporation**, and **Bylaws**. Messrs. Adams, Clare, De Benedetti, Dyer, Gray, Krause, Manning, Watts, and Yates have been designated by Carlyle.

When considering whether directors and nominees have the experience, qualifications, attributes or skills, taken as a whole, to enable the Board of Directors to satisfy their oversight responsibilities effectively in light of our business and structure, the Board of Directors focused primarily on each person's background and experience as reflected in the information discussed in each of the director's individual biographies set forth below. See **Proposal No. 1: Election of Directors**. We believe that our directors provide an appropriate diversity of experience and skills relevant to the size and nature of our business.

## **Stockholder Communications with Board of Directors**

The Board of Directors provides a process for stockholders to send communications to the Board of Directors or any of the directors. Stockholders may send written communications to the Board of Directors, or any of the individual directors, c/o the Corporate Secretary of the Company at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602. All communications will be compiled by the Corporate Secretary of the Company and submitted to the Board of Directors or the individual directors, as applicable, on a periodic basis.

## **Board Meetings, Attendance and Executive Sessions**

The Board meets on a regularly scheduled basis during the year to review significant developments affecting us and to act on matters requiring Board approval. It also holds special meetings when an important matter requires Board action between scheduled meetings. Members of senior management regularly attend meetings of the Board and its committees to report on and discuss their areas of responsibility. Directors are expected to attend Board meetings and meetings of committees on which they serve. In addition, all directors are invited, but not required, to attend our annual stockholder meetings. In 2014, all of the directors attended our annual stockholder meeting either in person or via telephone. Directors are expected to spend the time needed and meet as frequently as necessary to properly

discharge their responsibilities. In 2014, the Board held eight meetings and committees

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of the Board held a total of eleven meetings. All directors attended 75% or more of the meetings of the Board and committees on which they served, other than Mr. De Benedetti who attended 62.5% of the meetings of the Board.

In general, the Board reserves time following each regularly scheduled meeting to allow the non-management Board members and the independent directors to each meet in executive sessions.

## **Board Committees**

Our Board of Directors directs the management of our business and affairs as provided by Delaware law and conducts its business through meetings of the Board of Directors and three standing committees: the Audit Committee, Compensation Committee and Nominating Committee. In addition, from time to time, other committees may be established under the direction of the Board of Directors when necessary or advisable to address specific issues.

Each of the Audit Committee, Compensation Committee and Nominating Committee operate under a charter that was approved by our Board of Directors. A copy of each of these charters is available on our website at [www.commscope.com](http://www.commscope.com).

### *Audit Committee*

The Audit Committee, which consists of Messrs. Yates (Chairman), Adams and Manning, is responsible for, among its other duties and responsibilities, assisting the Board of Directors in overseeing: our accounting and financial reporting processes and other internal control processes, the audits and integrity of our financial statements, our compliance with legal and regulatory requirements, the qualifications and independence of our independent registered public accounting firm, our Code of Conduct and Code of Ethics and Business Conduct, the approval of related-person transactions, and the performance of our internal audit function and independent registered public accounting firm. Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. Our Audit Committee also has the authority to review and approve our decision to enter into derivatives and swaps and to establish policies and procedures with respect thereto, including utilizing the commercial end-user exemption to enter into non-cleared swaps which are not executed through a board of trade or swap execution facility. Mr. Yates was appointed as the Chairman of the Audit Committee on February 20, 2014. A former member of the Audit Committee, Mr. Dyer, served as the Chairman of the Audit Committee prior to the appointment of Mr. Yates to this position. The Board of Directors has determined that each of Messrs. Yates, Adams and Manning is an audit committee financial expert as such term is defined under the applicable regulations of the Commission and has the requisite accounting or related financial management expertise and financial sophistication under the applicable rules and regulations of Nasdaq. The Board of Directors has also determined that Messrs. Yates, Adams and Manning are each independent under Rule 10A-3 under the Exchange Act and the Nasdaq standard, for purposes of the Audit Committee. All members of the Audit Committee are able to read and understand fundamental financial statements, are familiar with finance and accounting practices and principles and are financially literate.

In 2014, the Audit Committee met six times.

### *Compensation Committee*

The Compensation Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is responsible for, among its other duties and responsibilities, reviewing and approving the compensation philosophy for our chief executive officer, reviewing and approving all forms of compensation and benefits to be provided to our other executive officers and reviewing and overseeing the administration of our equity incentive plans. The Compensation

Committee may also engage independent compensation advisers to provide advice regarding our executive compensation program. The Compensation Committee s processes for fulfilling its responsibilities and

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duties with respect to executive compensation and the role of executive officers and management in the compensation process are each described under the heading "Determination of Compensation Awards" in this Proxy Statement. The Board of Directors has determined that each member of the Compensation Committee satisfies the enhanced independence standards for compensation committee members as defined in the rules of Nasdaq and the Commission.

In 2014, the Compensation Committee met three times.

### *Nominating Committee*

The Nominating Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is, subject to our amended and restated stockholders agreement, responsible for, among its other duties and responsibilities, identifying and recommending candidates to the Board of Directors for election to our Board of Directors and reviewing the composition of the Board of Directors and its committees. For more information regarding the amended and restated agreement, see "Certain Relationships and Related Party Transactions" Amended and Restated Stockholders Agreement. The Board of Directors has determined that each member of the Nominating Committee is independent as defined in the Nasdaq rules.

In 2014, the Nominating Committee met two times.

### **Compensation Committee Interlocks and Insider Participation**

During the year ended December 31, 2014, our Compensation Committee consisted of Messrs. Watts (Chairman), Dyer and Krause. None of the members of our Compensation Committee is currently one of our officers or employees. Messrs. Watts and Dyer are employed by Carlyle, and Mr. Krause is a Senior Advisor to Carlyle. Carlyle is a party to a stockholders agreement with our Company and certain other stockholders. See "Certain Relationships and Related Party Transactions" Stockholders Agreement. During the year ended December 31, 2014, none of our executive officers served as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our Board of Directors or our Compensation Committee.

## **CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

Our Board has adopted a written statement of policy for the evaluation of and the approval, disapproval and monitoring of transactions involving us and related persons. For the purposes of the policy, related persons will include our executive officers, directors and director nominees or their immediate family members, or stockholders owning five percent or more of our outstanding common stock and their immediate family members.

The policy covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we were or are to be a participant, the amount involved exceeds \$120,000, and a related person had or will have a direct or indirect material interest. Pursuant to this policy, our management will present to our Audit Committee each proposed related person transaction, including all relevant facts and circumstances relating thereto. Our Audit Committee will then:

review the relevant facts and circumstances of each related person transaction, including the financial terms of such transaction, the benefits to us, the availability of other sources for comparable products or services, if the transaction is on terms no less favorable to us than those that could be obtained in arm's-length dealings with an

unrelated third party or employees generally and the extent of the related person's interest in the transaction;  
and

take into account the impact on the independence of any independent director and the actual or apparent conflicts of interest.

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Any related person transaction may only be consummated if our Audit Committee has approved or ratified such transaction in accordance with the guidelines set forth in the policy. Certain types of transactions have been pre-approved by our Audit Committee under the policy. These pre-approved transactions include:

certain employment and compensation arrangements;

transactions where the related person's interest is only as an employee, director or owner of less than ten percent (10%) of the equity in another entity, if the aggregate amount involved does not exceed the greater of \$200,000 or five percent (5%) of the recipient's total annual revenues for such year;

charitable contributions to an organization, foundation or university at which the related person's only relationship is as an employee or a director, if the aggregate amount involved does not exceed the greater of \$200,000 or five percent (5%) of the charitable organization's total annual receipts;

transactions where the interest of the related person arises solely from the ownership of a class of equity securities in our Company where all holders of such class of equity securities will receive the same benefit on a pro rata basis;

transactions determined by competitive bids;

certain regulated transactions involving the rendering of services at rates or charges fixed by law or governmental authority; and

certain transactions involving banking-related services such as services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

No director may participate in the approval of a related person transaction for which he or she, or his or her immediate family members, is a related person.

## **Amended and Restated Stockholders Agreement**

In connection with the Acquisition, on January 14, 2011, we entered into a stockholders agreement with Carlyle, members of management who held our common stock and certain other of our stockholders. Upon the effectiveness of the registration statement that was filed in connection with the IPO, the stockholders agreement was amended and restated. Pursuant to the amended and restated stockholders agreement, our Board of Directors will consist of up to eleven members, with Carlyle having the right to designate nine of the board members, Mr. Drendel shall also have the right to serve as a board member, and shall serve as the non-executive chairman of the Board, for so long as he is employed by us pursuant to his employment agreement. See Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements for more information regarding the employment agreement we have entered into with Mr. Drendel. In addition, our senior ranking executive officer has the right to serve as a board member, who, for so long as he serves as our chief executive officer, will be Mr. Edwards. All parties to the amended

and restated stockholders agreement have agreed to vote their shares in favor of such designees. Carlyle is not obligated to designate the entire number of directors to which it is entitled and any such undesignated positions shall remain vacant until such time as Carlyle exercises its right to designate such additional directors. Currently, Carlyle has designated all nine director positions to which it is entitled under the amended and restated stockholders agreement. If Carlyle loses its right to designate any directors pursuant to the terms of the amended and restated stockholders agreement, these positions will be filled by our stockholders in accordance with our Certificate of Incorporation and Bylaws. Although we are no longer a controlled company, Carlyle will continue to be able to significantly influence our decisions.

### **Indemnification Agreements**

We have entered into indemnification agreements with each of our directors and certain of our officers. These indemnification agreements provide the directors and officers with contractual rights to indemnification and expense advancement which are, in some cases, broader than the specific indemnification provisions under Delaware law. We believe that these indemnification agreements are, in form and substance, substantially similar to those commonly entered into by similarly situated companies.



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**Employment Agreements**

See Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements for information regarding the employment agreements that we have entered into with our executive officers.

**Registration Rights Agreement**

Pursuant to a registration rights agreement that we entered into on January 14, 2011 in connection with the Acquisition, we have granted Carlyle the right to cause us, in certain instances, at our expense, to file registration statements under the Securities Act of 1933, as amended, or the Securities Act, covering resales of our common stock held by them, and we have granted Carlyle and certain other stockholders party to that agreement the right to piggyback on registration statements filed by us in certain circumstances. On each of March 26, 2014 and June 12, 2014, an affiliate of Carlyle commenced secondary offerings of 20.125 million shares of our common stock pursuant to registration statements filed pursuant to the registration rights agreement, and on March 9, 2015, Carlyle sold an additional 20 million shares of our common stock pursuant to another registration statement filed pursuant to the registration rights agreement. As of March 10, 2015, shares subject to the registration rights agreement represent approximately 43% of our outstanding common stock. These shares also may be sold under Rule 144 under the Securities Act, depending on their holding period and subject to restrictions in the case of shares held by persons deemed to be our affiliates. The registration rights agreement also requires us to indemnify certain of our stockholders and their affiliates in connection with any registrations of our securities.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information with respect to the beneficial ownership of our common stock as of March 10, 2015 by:

each person known to own beneficially more than 5% of the capital stock;

each of our directors;

each of our named executive officers; and

all of our directors and executive officers as a group.

We had 189,108,463 shares of common stock outstanding as of March 10, 2015. The amounts and percentages of shares beneficially owned are reported on the basis of Commission regulations governing the determination of beneficial ownership of securities. Under the Commission rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are not deemed to be outstanding for purposes of computing any other person's percentage. Under these rules, more than one person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Except as otherwise indicated in these footnotes, each of the beneficial owners listed has, to our knowledge, sole voting and investment power with respect to the shares of capital stock and the business address of each such beneficial owner other than Carlyle is c/o CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, NC 28602.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Class
<b>Principal Stockholder:</b>		
The Carlyle Group, L.P. <sup>(1)</sup>	81,216,970	42.95%
1001 Pennsylvania Avenue, NW		
Washington, DC 20004		
<b>Executive Officers and Directors:</b>		
Marvin S. Edwards, Jr.	1,976,128 <sup>(2)</sup>	1.03%
President, Chief Executive Officer and Director		

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Mark A. Olson	214,267 <sup>(3)</sup>	*
Executive Vice President and Chief Financial Officer		
Randall W. Crenshaw	552,503 <sup>(4)</sup>	*
Executive Vice President and Chief Operating Officer		
Peter U. Karlsson	182,195 <sup>(5)</sup>	*
Senior Vice President, Global Sales		
Frank B. Wyatt, II	381,644 <sup>(6)</sup>	*
Senior Vice President, General Counsel and Secretary		
Frank M. Drendel	4,579,907 <sup>(7)</sup>	2.40%
Director		
Claudius E. Watts IV	0	*
Director		
Campbell R. Dyer	0	*
Director		
Marco De Benedetti	0	*
Director		
Peter J. Clare	0	*
Director		

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Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Class
Stephen C. Gray Director	22,860 <sup>(8)</sup>	*
L. William Krause Director	22,860 <sup>(9)</sup>	*
Timothy T. Yates Director	5,003 <sup>(10)</sup>	*
Austin A. Adams Director	3,082 <sup>(11)</sup>	*
Thomas J. Manning Director	0	*
Directors and executive officers as a group (18 persons)	8,198,879 <sup>(12)</sup>	4.22%

\* Denotes less than 1%

- (1) According to a Schedule 13G filed on February 12, 2015. Carlyle-CommScope Holdings, L.P. is the record holder of 101,216,970 shares of our common stock. On March 9, 2015, Carlyle-CommScope Holdings, L.P. sold 20,000,000 shares of our common stock in a registered public offering. 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 managing member of TC Group CommScope Holdings, L.L.C., which is the general partner of Carlyle-CommScope Holdings, L.P. Accordingly, each of the forgoing entities may be deemed to share beneficial ownership of the shares of our common stock owned of record by Carlyle-CommScope Holdings, L.P. The address of Carlyle-CommScope Holdings, L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004.
- (2) Includes 48,645 shares of common stock and options to purchase 1,927,483 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (3) Includes 9,906 shares of common stock and options to purchase 204,361 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (4) Includes 19,050 shares of common stock and options to purchase 533,453 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (5) Includes options to purchase 182,195 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (6) Includes 27,180 shares of common stock and options to purchase 354,464 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (7) Includes 2,087,364 shares of common stock, options to purchase 1,868,588 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015, 243,000 shares held in three separate guarantor retained annuity trusts established by Mr. Drendel and 380,955 shares held by the trusts of the deceased spouse of Mr. Drendel.

- (8) Includes options to purchase 22,860 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (9) Includes options to purchase 22,860 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.
- (10) Includes 5,003 shares of common stock.
- (11) Includes 3,082 shares of common stock.
- (12) Includes 2,829,105 shares of common stock and options to purchase 5,369,774 shares of common stock that are currently exercisable or will become exercisable within 60 days of March 10, 2015.

**Table of Contents****EXECUTIVE OFFICERS**

The following table provides information regarding our executive officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Marvin (Eddie) S. Edwards, Jr.	66	President, Chief Executive Officer and Director
Mark A. Olson	56	Executive Vice President and Chief Financial Officer
Randall W. Crenshaw	57	Executive Vice President and Chief Operating Officer
Peter U. Karlsson	51	Senior Vice President, Global Sales
Frank (Burk) B. Wyatt, II	52	Senior Vice President, General Counsel and Secretary
Robert W. Granow	57	Senior Vice President, Corporate Controller and Principal Accounting Officer
Philip M. Armstrong, Jr.	53	Senior Vice President, Corporate Finance
Joanne L. Townsend	61	Senior Vice President, Human Resources
<i>Marvin (Eddie) S. Edwards, Jr.</i>		

Mr. Edwards became our President and Chief Executive Officer and a member of our Board of Directors following the Acquisition. From January 1, 2010 to the Acquisition, Mr. Edwards was our President and Chief Operating Officer. Prior to that, Mr. Edwards served as our Executive Vice President of Business Development and General Manager, Wireless Network Solutions since the closing of the Andrew acquisition in 2007. Prior to the Andrew acquisition, he served as our Executive Vice President of Business Development and the Chairman of the Board of Directors of our wholly-owned subsidiary, Connectivity Solutions Manufacturing LLC, since April 2005. Mr. Edwards also served as President and Chief Executive Officer of OFS Fitel, LLC and OFS BrightWave, LLC, a joint venture between our Company and The Furukawa Electric Co. Mr. Edwards has also served in various capacities with Alcatel, including President of Alcatel North America Cable Systems and President of Radio Frequency Systems. The Board of Directors has concluded that Mr. Edwards should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry, as well as an understanding of the telecommunications industry.

***Mark A. Olson***

Mr. Olson became our Executive Vice President and Chief Financial Officer on February 1, 2012. From November 2009 to January 2012, Mr. Olson served as our Senior Vice President and Corporate Controller. Mr. Olson served as Vice President and Controller for Andrew LLC since the closing of the Andrew acquisition. Prior to that acquisition, he was Vice President, Corporate Controller and Chief Accounting Officer of Andrew. Mr. Olson joined Andrew in 1993 as Group Controller, was named Corporate Controller in 1998, Vice President and Corporate Controller in 2000 and Chief Accounting Officer in 2003. Prior to joining Andrew, he was employed by Nortel and Johnson & Johnson.

***Randall W. Crenshaw***

Mr. Crenshaw became our Executive Vice President and Chief Operating Officer following the Acquisition. From January 1, 2010 to the Acquisition, Mr. Crenshaw was our Executive Vice President and Chief Supply Officer. Prior to this role, Mr. Crenshaw was Executive Vice President and General Manager, Enterprise since February 2004. From

2000 to 2004, he served as Executive Vice President, Procurement, and General Manager, Network Products Group of our Company. Prior to that time, he held various other positions with our Company since 1985.

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***Peter U. Karlsson***

Mr. Karlsson has been our Senior Vice President, Global Sales since July 2011. Mr. Karlsson previously served as Senior Vice President, Enterprise Sales since our acquisition of Avaya's Connectivity Solutions division in 2004. From 2002 to that acquisition, he was Global Vice President, Sales for Avaya's SYSTIMAX division. Mr. Karlsson joined AT&T in 1989 holding several management positions in the Nordic and Sub-Sahara Africa regions, was named General Manager of Lucent Technologies Global Commercial Markets Southwest Territory in 1997 and Managing Director, Caribbean and Latin America for Lucent Global Business Partners Group in 1999 before transitioning to Vice President, Distribution for Avaya's Connectivity Solutions division.

***Frank (Burk) B. Wyatt, II***

Mr. Wyatt has been Senior Vice President, General Counsel and Secretary of CommScope since 2000. Prior to joining our company as General Counsel and Secretary in 1996, Mr. Wyatt was an attorney in private practice with Bell, Seltzer, Park & Gibson, P.A. (now Alston & Bird LLP). Mr. Wyatt is also our Chief Ethics and Compliance Officer.

***Robert W. Granow***

Mr. Granow became our Vice President, Corporate Controller and Principal Accounting Officer on February 1, 2012 and was promoted to Senior Vice President in December 2013. Mr. Granow joined CommScope in 2004 and has held various positions within the Corporate Controller organization. Prior to joining our Company, he was employed by LifeSpan Incorporated, Aetna, Inc. and Arthur Andersen & Co.

***Philip M. Armstrong, Jr.***

Mr. Armstrong has been our Senior Vice President, Corporate Finance since November 2009. Mr. Armstrong previously served as Vice President, Investor Relations and Corporate Communications since 2000. Prior to joining CommScope in 1997, he held various Treasury and Finance positions at Carolina Power and Light Co. (formerly Progress Energy).

***Joanne L. Townsend***

Ms. Townsend became our Senior Vice President, Human Resources, in November 2012. Prior to joining CommScope, she was the Chief Human Resource Officer at Zebra Technologies Corporation from 2008 to November 2012. Additionally, Ms. Townsend worked for CommScope from 2007 to 2008 as a vice president of HR, supporting the Wireless segment.



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**PROPOSAL No. 1: ELECTION OF DIRECTORS**

Our Board of Directors currently consists of eleven directors. Our directors are divided into three classes with staggered three-year terms so that the term of one class expires at each annual meeting of stockholders. Three nominees will be proposed for election as Class II directors at the Annual Meeting on May 1, 2015.

It is intended that the persons named in the accompanying proxy will vote to elect the nominees listed below unless authority to vote is withheld. The elected directors will serve until the annual meeting of stockholders in 2018 or until an earlier resignation or retirement or until their successors are elected and qualify to serve.

All of the nominees are presently serving as directors of the Company. The nominees have agreed to stand for reelection. However, if for any reason any nominee shall not be a candidate for election as a director at the Annual Meeting, it is intended that shares represented by the accompanying proxy will be voted for the election of a substitute nominee designated by our Board, or the Board may determine to leave the vacancy temporarily unfilled.

**Nominees for Election as Class II Directors**

***Campbell (Cam) R. Dyer***

Mr. Dyer, age 41, became a member of our Board of Directors following the Acquisition and serves on our Compensation Committee. He currently serves as a Managing Director in the Technology Buyout Group of The Carlyle Group, which he joined in 2002. Prior to joining Carlyle, Mr. Dyer was an associate with the private equity firm William Blair Capital Partners, a consultant with Bain & Company and an investment banking analyst in the M&A Group of Bowles, Hollowell, Conner & Co. He also serves on the board of directors of Dealogic. The Board of Directors has concluded that Mr. Dyer should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry. Mr. Dyer is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

***Stephen (Steve) C. Gray***

Mr. Gray, age 56, became a member of our Board of Directors following the Acquisition. In February 2015, Mr. Gray became President and CEO of Syniverse Holdings, Inc., a position he held on an interim basis from August 2014 to February 2015. From December 2007 to February 2015, he served as a Senior Advisor to The Carlyle Group. Mr. Gray is the Founder and Chairman of Gray Venture Partners, LLC a private investment company and previously served as President of McLeodUSA Incorporated from 1992 to 2004. Prior to joining McLeodUSA, he served from 1990 to 1992 as Vice President of Business Services at MCI Inc. and before that, from 1988 to 1990, he served as Senior Vice President of National Accounts and Carrier Services for TelecomUSA. From 1986 to 1988, Mr. Gray held a variety of sales management positions with WilTel Network Services and the Clayton W. Williams Companies, including ClayDesta Communications Inc. Mr. Gray serves as the Chairman of ImOn Communications, LLC, SecurityCoverage, Inc., Involta, LLC and HH Ventures, LLC and he also serves on the board of directors for Syniverse Holdings, Inc. and served on the board of directors for Insight Communications, Inc. from December 2005 until February 2012. The Board of Directors has concluded that Mr. Gray should serve as a director because he has significant core business skills, including financial and strategic planning, and has extensive experience as a director. Mr. Gray is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

***L. William (Bill) Krause***

Mr. Krause, age 72, became a member of our Board of Directors following the Acquisition and serves as a member of our Compensation and Nominating Committees. Mr. Krause has been President of LWK Ventures, a private advisory and investment firm, since 1991. He also currently serves as a Senior Advisor to The Carlyle

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Group. In addition, Mr. Krause served as President and Chief Executive Officer of 3Com Corporation, a global data networking company, from 1981 to 1990, and as its Chairman from 1987 to 1993 when he retired. Mr. Krause currently serves on the boards of directors of the following public companies: Brocade Communications Systems, Inc., a networking systems supplier and Coherent, Inc., a leading supplier of Photonic-based systems. Mr. Krause previously served as a director for the following public companies: Core-Mark Holding Company, Inc., Packateer, Inc., Sybase, Inc. and Trizetto Group, Inc. The Board of Directors has determined that Mr. Krause should serve as a director because of his years of executive leadership and management experience in the high technology industry and his service on the boards of other public companies and committees thereof. Mr. Krause is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

**The Board of Directors of the Company recommends a vote FOR each of the foregoing nominees for election as Class II directors.**

**Directors Continuing in Office**

*Continuing Class III Directors with Terms Expiring at the 2016 Annual Meeting of Stockholders*

***Austin A. Adams***

Mr. Adams, age 71, became a member of our Board of Directors in January 2014 and serves on our Audit Committee. He served as Executive Vice President and Corporate Chief Information Officer of JPMorgan Chase from July 2004 (upon the merger of JPMorgan Chase and Bank One Corporation) until his retirement in October 2006. Prior to the merger, Mr. Adams served as Executive Vice President and Chief Information Officer of Bank One from 2001 to 2004. Prior to joining Bank One, he was Chief Information Officer at First Union Corporation (now Wells Fargo & Co.) from 1985 to 2001. Mr. Adams is also a director of the following public companies: The Dun & Bradstreet Corporation, Spectra Energy, Inc. and First Niagara Financial Group, Inc. The Board has concluded that Mr. Adams should serve as a director because he brings significant experience in information technology, has significant public company directorship and committee experience and has significant core business skills, including technology and strategic planning. Mr. Adams is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

***Timothy T. Yates***

Mr. Yates, age 67, became a member of our Board of Directors following the IPO and serves as the Chairman of our Audit Committee. In November 2014, Mr. Yates was appointed to the role of CEO of Monster Worldwide, Inc. He also serves as a director of Monster Worldwide, Inc., a publicly traded company. He served as Monster Worldwide's Executive Vice President from June 2007 until June 2013 and Chief Financial Officer from June 2007 until January 2011. Prior to that, Mr. Yates served as Senior Vice President, Chief Financial Officer and a director of Symbol Technologies, Inc. from February 2006 to June 2007. From January 2007 to June 2007, he was responsible for the integration of Symbol into Motorola, Inc.'s Enterprise Mobility business. From August 2005 to February 2006, Mr. Yates served as an independent consultant to Symbol. Prior to this, from October 2002 to November 2005, Mr. Yates served as a partner and Chief Financial Officer of Saguenay Capital, a boutique investment firm. Prior to that, he served as a founding partner of Cove Harbor Partners, a private investment and consulting firm, which he helped establish in 1996. From 1971 through 1995, Mr. Yates held a number of senior leadership roles at Bankers Trust New York Corporation, including serving as Chief Financial and Administrative Officer from 1990 through 1995. The Board of Directors has concluded that Mr. Yates should serve as a director because he has significant core

business skills, including financial and strategic planning, and he has significant management experience and financial expertise. Mr. Yates is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement.

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**Table of Contents*****Marvin (Eddie) S. Edwards, Jr.***

Mr. Edwards, age 66, became our President and Chief Executive Officer and a member of our Board of Directors following the Acquisition. From January 1, 2010 to the Acquisition, Mr. Edwards was our President and Chief Operating Officer. Prior to that, Mr. Edwards served as our Executive Vice President of Business Development and General Manager, Wireless Network Solutions since the closing of the Andrew acquisition in 2007. Prior to the Andrew acquisition, he served as our Executive Vice President of Business Development and the Chairman of the Board of Directors of our wholly-owned subsidiary, Connectivity Solutions Manufacturing LLC, since April 2005. Mr. Edwards also served as President and Chief Executive Officer of OFS Fitel, LLC and OFS BrightWave, LLC, a joint venture between our Company and The Furukawa Electric Co. Mr. Edwards has also served in various capacities with Alcatel, including President of Alcatel North America Cable Systems and President of Radio Frequency Systems. The Board of Directors has concluded that Mr. Edwards should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry, as well as an understanding of the telecommunications industry. Pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**, Mr. Edwards has the right to be nominated and serve as a board member for so long as he serves as our Chief Executive Officer.

***Claudius (Bud) E. Watts IV***

Mr. Watts, age 53, became a member of our Board of Directors following the Acquisition and serves as the Chair of our Compensation and Nominating Committees. He currently serves as a Managing Director of The Carlyle Group. Prior to joining Carlyle in 2000, Mr. Watts was a Managing Director in the M&A group of First Union Securities, Inc. He joined First Union Securities when First Union acquired Bowles Hollowell Conner & Co., where Mr. Watts was a principal. He also serves on the board of directors of Freescale Semiconductor and Carolina Financial Corporation and has previously served on the boards of directors of numerous other Carlyle portfolio companies over the past 14 years, including SS&C Technologies, Inc. The Board of Directors has concluded that Mr. Watts should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry.

***Continuing Class I Directors with Terms Expiring at the 2017 Annual Meeting of Stockholders******Frank M. Drendel***

Mr. Drendel, age 70, has been our Chairman of the Board since the Acquisition. He served as our Chairman of the Board and Chief Executive Officer from 1976 until the Acquisition. Mr. Drendel is a director of the National Cable & Telecommunications Association, the principal trade association of the cable industry in the United States, and was inducted into the Cable Television Hall of Fame in 2002. Mr. Drendel joined the board of directors of Tyco International, Ltd. in 2012. He served as a director of General Instrument Corporation and its predecessors/successors from 1987 to 2000, as a director of Sprint Nextel Corporation from 2005 to 2008, and as a director of Nextel Communications, Inc. from 1997 to 2005. The Board of Directors has concluded that Mr. Drendel should serve as a director because he brings extensive experience regarding the management of public and private companies and the financial services industry, as well as an understanding of the telecommunications industry. Pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**, Mr. Drendel has the right to be nominated and serve as a board member, and to serve as the non-executive chairman of the Board, for as long as he is employed by us pursuant to his employment agreement. See **Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements** for more information regarding the employment agreement we have entered into

with Mr. Drendel.

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**Table of Contents*****Marco De Benedetti***

Mr. De Benedetti, age 52, became a member of our Board of Directors following the Acquisition. He joined Carlyle in 2005 and is currently a Managing Director and Co-head of Carlyle's European Buyout Group, particularly focusing on the telecommunications and branded consumer goods sectors. Prior to joining Carlyle, Mr. De Benedetti was the Chief Executive Officer of Telecom Italia from July 2005 to October 2005. Mr. De Benedetti was the Chief Executive Officer of Telecom Italia Mobile from 1999 until its merger with Telecom Italia in June 2005. Mr. De Benedetti currently also serves on the boards of directors of NBTY Inc., Moncler SpA, Twin-Set Simona Barbieri SpA, Marelli Motori SpA, CIR SpA and Cofide SpA. He served on the boards of directors of Numericable Group SA and Zodiac Marine & Pool during 2013 and Parmalat S.p.A. between 2005 and 2011. The Board of Directors has concluded that Mr. De Benedetti should serve as a director because he has significant directorship experience and has significant core business skills, including financial and strategic planning. Mr. De Benedetti is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

***Peter J. Clare***

Mr. Clare, age 49, became a member of our Board of Directors following the Acquisition. Mr. Clare currently serves as a Managing Director of The Carlyle Group as well as Co-head of U.S. Buyout Group. Prior to joining Carlyle in 1992, Mr. Clare was with First City Capital Corporation, a private equity firm that invested in leveraged buyouts, public equities, distressed bonds and restructuring. Prior to joining First City Capital, he was with the Merchant Banking Group and Prudential-Bache. Mr. Clare currently serves on the boards of directors of Booz Allen Hamilton Holding Corporation, Sequa Corporation, Pharmaceutical Product Group and Signode Industrial. He served on the board of directors of Wesco Aircraft Holdings, Inc. between 2006 and 2012 and ARINC Inc. between 2007 and 2013. The Board of Directors has concluded that Mr. Clare should serve as a director because he brings significant experience in finance, financial reporting, compliance and controls and global businesses, has public company directorship and committee experience and has significant core business skills, including financial and strategic planning. Mr. Clare is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement.

***Thomas J. Manning***

Mr. Manning, age 59, became a member of our Board in September 2014 and serves on our Audit Committee. He has been a Lecturer in Law at The University of Chicago Law School, teaching courses on corporate governance, private equity and U.S.-China relations, since July 2012. Mr. Manning is also a Senior Advisor to The Demand Institute, a joint venture of The Conference Board and The Nielsen Company, and an Affiliated Partner of Waterstone Management Group. Previously, he served as the Chief Executive Officer of Cerberus Asia Operations & Advisory Limited, a subsidiary of Cerberus Capital Management, a global private equity firm, from April 2010 to June 2012, Chief Executive Officer of Indachin Limited from October 2005 to March 2009, Chairman of China Board of Directors Limited from August 2005 to April 2010, and a senior partner with Bain & Company and a member of Bain's China board and head of Bain's information technology strategy practice in the Silicon Valley and Asia from August 2003 to January 2005. Prior to that, Mr. Manning served as Global Managing Director of the Strategy & Technology Business of Capgemini, Chief Executive Officer of Capgemini Asia Pacific, and Chief Executive Officer of Ernst & Young Consulting Asia Pacific, where he led the development of consulting and IT service and outsourcing businesses across Asia from June 1996 to January 2003. Early in his career, Mr. Manning was with McKinsey & Company, Buddy Systems, Inc. and CSC Index. Mr. Manning is also a director of the following public companies: The Dun & Bradstreet Corporation and Clear Media Limited. He previously served as a director of

iSoftStone Holdings Limited, Gome Electrical Appliances Company, AsiaInfo-Linkage, Inc. and Bank of Communications. The Board has concluded that Mr. Manning should serve as a director because he brings significant expertise in technology and business



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operations and innovation on a global scale, has significant public company directorship and committee experience and has significant core business skills, including strategic planning, regulatory matters, partnerships and alliances and general corporate governance. Mr. Manning is a director designated by Carlyle pursuant to the terms of the amended and restated stockholders agreement described under Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement.

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**PROPOSAL No. 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

In accordance with the requirements of Section 14A of the Exchange Act and related rules promulgated by the Commission, our stockholders have an opportunity to vote to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers. This proposal is commonly referred to as a Say-on-Pay proposal. This proposal is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. As required by these rules, the Board invites you to review carefully the Compensation Discussion and Analysis and the tabular and other disclosures on compensation under Executive Compensation beginning on page 28, and cast a vote on the Company's executive compensation programs through the following resolution:

Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, including the Company's compensation practices and principles and their implementation, as discussed and disclosed in the Compensation Discussion and Analysis, the compensation tables, and any narrative executive compensation disclosure contained in this Proxy Statement.

As discussed in the Compensation Discussion and Analysis, the Board of Directors believes that the Company's long-term success depends in large measure on the talents of our employees. The Company's compensation system plays a significant role in our ability to attract, retain, and motivate the highest quality workforce. The Board of Directors believes that its current compensation program directly links executive compensation to performance, aligning the interests of the Company's executive officers with those of its stockholders.

Pursuant to Section 14A of the Exchange Act, this vote is advisory and will not be binding on the Company. While the vote does not bind the Board of Directors to any particular action, the Board of Directors values the input of the stockholders, and will take into account the outcome of this vote in considering future compensation arrangements.

Although this vote is advisory in nature and does not impose any action on the Company or the Compensation Committee of the Board of Directors, the Company strongly encourages all stockholders to vote on this matter. Currently, Say-on-Pay votes are held by the Company annually, and the next stockholder advisory vote will occur at the 2016 annual meeting of stockholders.

**The Board of Directors recommends a vote FOR Proposal No. 2, to approve an advisory (non-binding) resolution regarding the compensation of the Company's named executive officers.**

**Table of Contents****PROPOSAL No. 3: RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed the firm of Ernst & Young LLP as the Company's independent registered public accounting firm to examine the books of account and other records of the Company and its consolidated subsidiaries for the 2015 fiscal year. The Board of Directors is asking the stockholders to ratify and approve this action.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will be afforded the opportunity to make a statement and will be available to respond to appropriate questions that may come before the Annual Meeting.

Although such ratification is not required by law, the Board of Directors believes that stockholders should be given the opportunity to express their views on the subject. While not binding on the Audit Committee, the failure of the stockholders to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm would be considered by the Audit Committee in determining whether to retain the services of Ernst & Young LLP.

**Independent Registered Public Accounting Firm**

The following table shows the aggregate fees for professional services provided by Ernst & Young LLP and its affiliates (E&Y) for the audits of the Company's consolidated financial statements for the years ended December 31, 2014 and 2013, and other services rendered during the years ended December 31, 2014 and 2013:

	<b>2014</b>	<b>2013</b>
	<b>(in thousands)</b>	
Audit Fees	\$ 6,138	\$ 6,644
Audit-Related Fees	1,439	227
Tax Fees	1,404	696
All Other Fees		
<b>TOTAL</b>	<b>\$ 8,981</b>	<b>\$ 7,567</b>

*Audit Fees*

Audit Fees consist of the fees and expenses for professional services rendered for the audit of the Company's annual consolidated financial statements, reviews of quarterly financial statements, statutory audits and related services. Audit fees also include fees and expenses for services associated with securities offerings and filing registration statements with the Commission, including these associated with our IPO in 2013.

*Audit-Related Fees*

Audit-Related Fees consist of the fees and expenses for audits and related services that are not required under securities laws, audits of certain benefit plans and reviews of financial statements and other due diligence services pertaining to potential business acquisitions and dispositions, including accounting and financial reporting matters. Audit-related fees for 2014 are largely comprised of fees related to due diligence services related to the potential acquisition of TE Connectivity's Telecom, Enterprise and Wireless businesses (the TE Acquisition).

*Tax Fees*

Tax Fees consist of the fees and expenses for tax compliance, primarily the preparation of original and amended tax returns, assistance with tax audits and claims for refunds of \$539,000 in 2014 and \$408,000 in 2013, and tax advisory services of \$865,000 in 2014 and \$288,000 in 2013. Tax advisory fees for 2014 include tax advisory services related to the TE Acquisition.

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*All Other Fees*

The Company did not have any fees for products and services other than those described above under **Audit Fees**, **Audit-Related Fees** and **Tax Fees** in 2014 or 2013.

*Audit Committee Pre-Approval Policies and Procedures*

The Audit Committee has adopted policies and procedures for pre-approving all audit and non-audit services provided by the Company's independent registered public accounting firm prior to the engagement of the independent registered public accounting firm with respect to such services.

Under these policies and procedures, proposed services may be pre-approved on a periodic basis or individual engagements may be separately approved by the Audit Committee prior to the services being performed. In each case, the Audit Committee considers whether the provision of such services would impair the independent registered public accounting firm's independence. All audit services, audit-related services and tax services provided by E&Y for 2014 and 2013 were pre-approved by the Audit Committee.

**The Board of Directors recommends a vote FOR Proposal No. 3, the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015. Proxies will be voted FOR ratification, unless otherwise specified in the proxy.**

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**AUDIT COMMITTEE REPORT**

The Audit Committee serves an independent oversight role by consulting with and providing guidance to management and the Company's independent registered public accounting firm on matters such as accounting, audits, compliance, controls, disclosure, finance and risk management. The Audit Committee members do not act as accountants or auditors for the Company. Management is responsible for the Company's financial statements and the financial reporting process, including the implementation and maintenance of effective internal control over financial reporting. The Company's independent registered public accounting firm is responsible for auditing the Company's financial statements and the effectiveness of internal controls over financial reporting and expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, as well as expressing an opinion on the effectiveness of internal control over financial reporting. The Company's independent registered public accounting firm has free access to the Audit Committee to discuss any matters they deem appropriate. The Audit Committee operates pursuant to an Audit Committee Charter that is reviewed annually by the Audit Committee and updated as appropriate. A copy of the charter can be found on the Company's website at <http://www.commscope.com>.

The Audit Committee consists of three directors, each of whom is independent within the meaning of SEC and applicable Nasdaq rules.

The Audit Committee has: (i) reviewed and discussed the audited financial statements for the year ended December 31, 2014 with management and the Company's independent registered public accounting firm (Ernst & Young LLP or E&Y); (ii) discussed with E&Y the matters required to be discussed by the auditors with the Audit Committee under rules adopted by the Public Company Accounting Oversight Board (PCAOB); (iii) reviewed the written disclosures and letters from E&Y as required by the rules of the PCAOB regarding the independent registered public accounting firm's communications with the audit committee concerning independence; and (iv) discussed with E&Y their independence from the Company.

The Audit Committee has considered whether the provision of non-audit professional services rendered by E&Y, and disclosed elsewhere in this proxy statement, is compatible with maintaining their independence.

Based upon the above review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2014 be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

**AUDIT COMMITTEE**

Timothy T. Yates (Chairman)

Austin A. Adams

Thomas J. Manning

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**COMPENSATION COMMITTEE REPORT**

The Compensation Committee of the Board of Directors consists of the three directors named below, each of whom meets the independence standards of Nasdaq and the rules of the Commission.

The Compensation Committee of the Board of Directors has reviewed and discussed with management the Compensation Discussion and Analysis, or CD&A, section of this Proxy Statement required by Item 402(b) of Regulation S-K promulgated by the Commission. Based on the Committee's review and discussions with management, the Committee recommended to the Board of Directors that the CD&A be included in the Company's 2014 Annual Report on Form 10-K and in this Proxy Statement.

Claudius E. Watts, IV (Chairman)

Campbell R. Dyer

L. William Krause

Table of Contents**EXECUTIVE COMPENSATION****Compensation Discussion and Analysis****Overview**

This Compensation Discussion and Analysis provides an overview and analysis of (1) the elements comprising our compensation program during 2014 for our named executive officers, or NEOs, identified below, (2) the material compensation decisions made by the Compensation Committee of our Board of Directors under that program and reflected in the executive compensation tables that follow in this Compensation Discussion and Analysis and (3) the material factors our Compensation Committee considered in making those decisions. The principal objectives of our compensation program with respect to executives are to:

provide compensation opportunities that enable us to attract superior talent in a highly competitive industry;

retain key employees and reward outstanding achievement;

foster management's performance in order to produce financial results that our Compensation Committee believes will enhance the long-term interests of our stockholders; and

align management's interests with those of our stockholders and encourage executives to have equity stakes in our Company.

The primary elements of our executive compensation program are summarized in the following table:

Base Salary	Recognize performance of job responsibilities and attract and retain individuals with superior talent.
Annual Incentive Plan and Discretionary Performance Compensation Policy Awards	Provide major short-term incentives linked directly to increases in recognized financial measures.
Equity Incentive Awards	Emphasize our Company's long-term performance objectives, promote the maximization of stockholder value and retain key executives by providing an opportunity to participate in the ownership of our Company.
Severance and Change in Control Benefits	Encourage key executives' continued attention and dedication and focus their attention on Company objectives and stockholder value when considering strategic alternatives.
Supplemental Executive Retirement Plan and Deferred Compensation Plan	Provide an opportunity for savings and long-term financial security.
Employee Benefits and Perquisites	Attract and retain talented executives in a cost-efficient manner.



We intend for our NEOs' total compensation to reflect a pay for performance compensation philosophy. Total compensation for our NEOs has been allocated between the compensation elements, taking into consideration the balance between providing short-term incentives and long-term investment in our financial performance, in order to align the interests of management with the interests of stockholders and to provide competitive pay and benefits to our NEOs. The variable annual cash incentive awards and the equity awards are designed to ensure that total compensation reflects the overall success or failure of our Company and to motivate the NEOs to meet appropriate performance measures.

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For the year ended December 31, 2014, our NEOs were as follows:

Marvin S. Edwards, Jr., President and Chief Executive Officer (principal executive officer);

Mark A. Olson, Executive Vice President and Chief Financial Officer (principal financial officer);

Randall W. Crenshaw, Executive Vice President and Chief Operating Officer;

Peter U. Karlsson, Senior Vice President, Global Sales;

Frank B. Wyatt, II, Senior Vice President, General Counsel and Secretary; and

Frank M. Drendel, Chairman of the Board.

**Determination of Compensation Awards**

Our Compensation Committee is provided with the primary authority to determine and approve the compensation awards available to our NEOs and is charged with reviewing our executive compensation policies and practices to ensure adherence to our compensation philosophies and that the total compensation paid to our NEOs is fair, reasonable and competitive, taking into account our position within our industry and the level of expertise and experience of our NEOs in their positions. To aid our Compensation Committee in making its determinations, our Chief Executive Officer provides recommendations annually to our Compensation Committee regarding the compensation of all officers who report directly to him.

For 2014, our Compensation Committee determined the total amount of compensation for our NEOs and the allocation of total compensation among each of the components of compensation, based generally on compensation levels from prior years and in reliance upon the judgment and general industry knowledge of its members obtained through years of service with comparably sized companies in our industry and other similar industries.

We believe that direct ownership in our Company provides our NEOs with a strong incentive to increase the value of our Company and we encourage equity ownership by NEOs and other employees through a variety of means, including direct stock holdings and the award of stock options and other equity-based interests. While we encourage our directors and officers to be significant stockholders, we do not currently have any formal stock ownership guidelines. However, we believe that awards under our equity incentive programs to our NEOs substantially align their interests with those of our stockholders.

**2014 Elements of Compensation**

***Base Salary***

We set base salaries for our NEOs generally at a level we deem necessary to attract and retain individuals with superior talent. In addition to considering industry and market practices, our Compensation Committee and Board of

Directors annually review our NEOs' performance. Adjustments in base salary are generally based on each NEO's individual performance and level and scope of responsibility and experience, as well as considerations of market pay practices.

In connection with 2014 compensation recommendations, our Chief Executive Officer, with assistance from our Human Resources department including our Senior Vice President of Human Resources, reviewed publicly available compensation survey data, which did not identify individual compensation data for specific companies, to aid in making his annual compensation recommendations to our Compensation Committee. This review was not done for purposes of benchmarking compensation with any particular group of companies, but rather to ensure that compensation recommendations were generally consistent with market levels. Following our Chief Executive Officer's recommendations, and consistent with past practices, in early 2014 our Compensation Committee increased base salaries for each of our NEOs. Messrs. Edwards, Crenshaw, Wyatt and Drendel received base salary increases of approximately 3.25% to 3.8%, consistent with past practice. Mr. Olson and Mr. Karlsson received a more substantial base salary increase of approximately 5.5% in order to provide them with more competitive compensation opportunity.

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The base salaries for our NEOs in 2014, reflecting salary increases taking effect for such year, are set forth in the following table:

<b>Name</b>	<b>2014 Base Salary(1)</b>
Marvin S. Edwards, Jr.	\$ 935,000
Mark A. Olson	\$ 490,000
Randall W. Crenshaw	\$ 660,000
Peter U. Karlsson	\$ 480,000
Frank B. Wyatt, II	\$ 465,000
Frank M. Drendel	\$ 550,000

(1) Reflects a base salary increase that occurred in April 2014.

***Cash Incentive Plans***

Our Compensation Committee believes that the payment of annual, performance-based, cash compensation provides incentives necessary to retain executive officers and reward them for short-term Company performance. Therefore, our Compensation Committee structures our compensation programs to reward executive officers based on our performance during each fiscal year.

***Annual Incentive Plan***

Historically, our Company's financial performance and, when appropriate, operating segment financial performance has been taken into account when determining plan payouts for our NEOs under the CommScope Holding Company, Inc. Annual Incentive Plan, or the AIP. The AIP performance measures and each of the NEO's target awards, expressed as a percentage of base salary for the year, are approved by our Compensation Committee during the first quarter of the relevant performance year.

Our Compensation Committee retains the subjective ability to, at any time prior to the final determination of awards, change the target award percentage of participants other than NEOs to reflect any change in the participant's responsibility level or position during the course of the performance period. Our Compensation Committee may choose to make subjective changes to target award percentages or performance measures, as appropriate, to account for extraordinary business circumstances that are out of a business unit's control. In addition, our Compensation Committee may, in its sole discretion, decrease the amount of an award that would be otherwise payable to an NEO. If a change in control of our Company occurs, we will pay each participant a cash award equal to the participant's target incentive for the AIP plan cycle then underway (with the payout prorated to the date of the change in control). We believe this is appropriate since the impact of a change in control on operating income or other financial targets is unpredictable and could potentially adversely affect participant awards under the AIP.

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In 2014, our Compensation Committee approved the performance metrics for the 2014 performance year to be 15% based on revenue growth (adjusted for the impact of acquisitions, as approved by the Compensation Committee), 15% based upon adjusted free cash flow (defined as cash flow from operations, less capital expenditures and adjustments for unusual items as approved by the Compensation Committee) and 70% based upon our Adjusted Operating Income. Adjusted Operating Income consists of operating income as reported on the Consolidated Statement of Operations and Comprehensive Income less adjustment, as approved by the Compensation Committee, for amortization, impairments to goodwill and other intangible assets, adjustments for purchase accounting, equity-based compensation and certain non-cash, nonrecurring or other items that are included in operating income that we do not consider indicative of our ongoing operating performance. The following chart sets forth the weighting of each performance metric, the threshold, target and maximum performance goals, and the actual performance achieved under our AIP for the year ended December 31, 2014 (dollars in millions):

Performance Metric	Weighting	Threshold	Target	Maximum	Achieved
Revenue Growth	15%	\$ 34.8	\$ 89.2	\$ 208.8	\$ 331.4
Adjusted Free Cash Flow	15%	\$ 219.1	\$ 273.9	\$ 328.7	\$ 346.4
Adjusted Operating Income	70%	\$ 530.5	\$ 663.1	\$ 795.7	\$ 808.4

Based on the actual levels of achievement set forth above, Messrs. Edwards, Olson, Crenshaw, Karlsson, Wyatt and Drendel were entitled to bonus payments in amounts equal to 210% of their target bonus amounts. Our Compensation Committee did not exercise its discretion to reduce the payouts under the AIP.

The following table sets forth the threshold, target and maximum annual incentive award potential, and the actual payout amount, for each of our NEOs for 2014.

	Threshold Award (% of 2014 Base Salary)	Target Award (% of 2014 Base Salary)	Maximum Award (% of 2014 Base Salary)	Actual 2014 Award (\$)(1)
Marvin S. Edwards, Jr.	62.5%	125.0%	262.5%	\$ 2,434,688
Mark A. Olson	42.5%	85.0%	178.5%	\$ 863,494
Randall W. Crenshaw	42.5%	85.0%	178.5%	\$ 1,169,175
Peter U. Karlsson	35.0%	70.0%	147.0%	\$ 696,413
Frank B. Wyatt, II	35.0%	70.0%	147.0%	\$ 678,038
Frank M. Drendel	25.0%	50.0%	105.0%	\$ 572,250

(1) Actual award is based on base salary earnings for the year.

*Discretionary Performance Compensation Policy*

In addition to the AIP, in 2014 we also provided the Discretionary Performance Compensation Policy, or the DPCP, a broad-based annual incentive program for all U.S.-based employees, including our NEOs. Under the DPCP, participants were eligible to receive a percentage of their annualized pay rate as of the end of the performance year as a cash incentive. The target percentage, which was the maximum payable under the DPCP, was established during the first quarter of the performance year by our Compensation Committee. The percentage payable was the same for each

eligible employee and was set by a formulaic process based on achievement of established performance objectives. The DPCP was designed to encourage improved performance and reward employees for performance in the performance year.

In 2014, our Compensation Committee set the DPCP target percentage at 2% of the year-end annualized pay rate for each eligible employee if our Company's Adjusted Operating Income equaled or exceeded the Adjusted Operating Income target set forth in the AIP. The percentage to be provided to employees decreased as Company performance as a percent of the target Adjusted Operating Income declined, down to 0% if less than 50% of the

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target Adjusted Operating Income was reached. For the 2014 performance year, the Adjusted Operating Income performance target was exceeded and the payment to each employee, including our NEOs, was 2.0% of his or her year-end annualized pay rate.

The Compensation Committee has discontinued the DPCP for the 2015 and subsequent performance years.

### ***Equity Incentive Awards***

Our Compensation Committee believes that key employees who are in a position to make a substantial contribution to the long-term success of our Company and to build stockholder value should have a significant and on-going stake in our Company's success. Prior to becoming a private company in 2011, the annual grant of equity awards to the NEOs was a principal focus of our compensation program. In connection with our becoming a private company in 2011, we adopted a new equity incentive compensation plan, which we amended on February 19, 2013 (the Amended and Restated 2011 Incentive Plan) to increase the number of shares of common stock available for issuance thereunder, as so amended and restated, the 2011 Plan. Shortly after becoming a private company in 2011, we made large, one-time equity incentive grants, or founders awards, to our NEOs under that plan. In addition, Mr. Olson received an additional stock option grant in connection with his promotion to Chief Financial Officer in 2012. We did not grant any equity-based awards to our NEOs during 2014.

Certain of the outstanding options held by the NEOs are rollover options that were assumed by us in connection with the Acquisition. All rollover options became fully vested in connection with the Acquisition. All other outstanding equity awards held by our NEOs as of December 31, 2014 consist of founders award options granted under the 2011 Plan and were granted following the Acquisition in 2011, other than the additional founders award in to Mr. Olson in 2012, as described above. Half of the founders awards granted to each NEO are time-vested options that vest and become exercisable, subject to the continued employment of the NEO, in five equal annual installments (or four equal annual installments, with respect to Mr. Olson's 2012 option award) beginning on January 14, 2012 (or January 14, 2013, with respect to Mr. Olson's 2012 option grant). The remaining half of the founders awards granted to each NEO consists of performance-vested options that vest and become exercisable in annual installments over a period of five years (or four years, with respect to Mr. Olson's 2012 option award), subject to the achievement of annual Adjusted EBITDA performance goals. The performance-vested options that would otherwise fail to become vested in accordance with the Adjusted EBITDA targets are eligible for catch-up vesting and/or carry-forward vesting if Adjusted EBITDA targets are exceeded in other performance years. Further, in the event of a liquidity event, all time-vested options will vest in full and, if the liquidity event results in a return to Carlyle of at least a threshold multiple of its invested capital, all or a portion of the performance-vested options will vest in full (depending on the return Carlyle receives on its invested capital). Adjusted EBITDA consists of earnings before interest, taxes, depreciation and amortization (including impairments to goodwill and other intangible assets and adjustments for purchase accounting), equity-based compensation and certain non-cash, nonrecurring or other items that are included in net income (loss) that we do not consider indicative of our ongoing operating performance.

For 2014, the Adjusted EBITDA threshold and maximum performance targets for the performance-based portion of the founders award options that were set at the time the options were granted in early 2011 and subsequently adjusted by the Compensation Committee for certain acquisitions were \$624.0 million and \$738.0 million, respectively. Actual 2014 Adjusted EBITDA (\$857.2 million) exceeded the maximum 2014 Adjusted EBITDA level, and therefore the applicable performance-vested options vested at a level of 100%. With resp