

ARRIS GROUP INC

Form 4

December 29, 2015

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTTS DAVID

(Last) (First) (Middle)

3871 LAKEFIELD DR.

(Street)

SUWANEE, GA 30024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ARRIS GROUP INC [ARRS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

EVP OF FINANCE, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common stock <u>(1)</u>	12/29/2015		S		53,413	D \$ 30.2541 <u>(2)</u>	72,498	D	
Common stock <u>(3)</u>	12/24/2015		M		53,413	A \$ 0	125,911	D	
Restricted stock (T) 130712 <u>(4)</u>	12/24/2015		F		7,506 <u>(5)</u>	D \$ 29.41	23,794	D	
Restricted stock (T) 130712 <u>(4)</u>	12/24/2015		M		8,144 <u>(6)</u>	D \$ 0	15,650	D	

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Restricted stock (P) 130712 ⁽⁷⁾	12/24/2015	F	<u>7,193</u> ⁽⁵⁾	D	\$ 29.41	7,807	D
Restricted stock (P) 130712 ⁽⁷⁾	12/24/2015	M	<u>7,807</u> ⁽⁶⁾	D	\$ 0	0	D
Restricted stock (T) 150330 ⁽⁴⁾	12/24/2015	F	<u>2,886</u> ⁽⁵⁾	D	\$ 29.41	21,184	D
Restricted stock (T) 150330 ⁽⁴⁾	12/24/2015	M	<u>3,132</u> ⁽⁶⁾	D	\$ 0	18,052	D
Restricted stock (T) 140327 ⁽⁴⁾	12/24/2015	F	<u>3,043</u> ⁽⁵⁾	D	\$ 29.41	15,992	D
Restricted stock (T) 140327 ⁽⁴⁾	12/24/2015	M	<u>3,302</u> ⁽⁶⁾	D	\$ 0	12,690	D
Restricted stock (P) 130329 ⁽⁷⁾	12/24/2015	F	<u>21,784</u> ⁽⁵⁾	D	\$ 29.41	23,646	D
Restricted stock (P) 130329 ⁽⁷⁾	12/24/2015	M	<u>23,646</u> ⁽⁶⁾	D	\$ 0	0	D
Restricted stock (T) 130329 ⁽⁴⁾	12/24/2015	F	<u>2,724</u> ⁽⁵⁾	D	\$ 29.41	8,633	D
Restricted stock (T) 130329 ⁽⁴⁾	12/24/2015	M	<u>2,955</u> ⁽⁶⁾	D	\$ 0	5,678	D
Restricted stock (T) 120328 ⁽⁴⁾	12/24/2015	F	<u>4,079</u> ⁽⁵⁾	D	\$ 29.41	4,427	D
Restricted stock (T) 120328 ⁽⁴⁾	12/24/2015	M	<u>4,427</u> ⁽⁶⁾	D	\$ 0	0	D
Restricted stock (P) 140327 ⁽⁷⁾						50,760	D
Restricted stock (P) 150330 ⁽⁷⁾						48,140	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POTTS DAVID 3871 LAKEFIELD DR. SUWANEE, GA 30024	EVP OF FINANCE, CFO

Signatures

/s/ Lawrence A. Margolis,
Attorney-in-Fact 12/29/2015

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares sold subject to an existing Rule 10b5-1 Sales Plan.
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.04 to \$30.52, inclusive. The reporting person undertakes to provide issuer or any security holder of the issuer or the staff of the Security Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) In connection with the planned transaction between ARRIS Group, Inc. and Pace plc, pursuant to Section 4985 of the Code, an excise tax may be imposed on the ARRIS officers. To avoid the excise tax becoming due on such equity awards, the ARRIS board of directors approved the accelerated vesting of certain equity awards. The number here represents shares of ARRIS acquired pursuant to the accelerated vesting.

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- (4) Represents a restricted stock grant which vests in four equal annual installments beginning one year from the grant date.
- (5) Represents shares withheld to cover payroll tax liability on vesting of previously granted restricted shares.
- (6) Represents the vested portion of award grant converting to common stock.
- (7) Represents a restricted stock grant that is performance-based and can vest between 0 and 200% of the grant amount based on the Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period. Amount shown reflects maximum vesting of the award at the 200% level.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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