

CommScope Holding Company, Inc.  
Form 8-K  
March 02, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 2, 2017**

**COMMSCOPE HOLDING COMPANY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36146**  
**(Commission**  
  
**File Number)**

**27-4332098**  
**(IRS Employer**  
  
**Identification No.)**

**1100 CommScope Place, SE, Hickory, North Carolina**

**28602**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (828) 324-2200**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On March 2, 2017, CommScope Holding Company, Inc. issued a press release announcing the proposed offering by its wholly owned subsidiary, CommScope Technologies LLC (the Issuer), of \$750 million in aggregate principal amount of senior unsecured notes due 2027 (the Notes), in a private placement exempt from registration under the Securities Act of 1933, as amended (the Securities Act), subject to market conditions.

The Issuer currently intends to use the net proceeds of the offering of the Notes, together with cash on hand, to (i) redeem retire the \$500 million in outstanding aggregate principal amount of CommScope, Inc.'s 4.375% senior secured notes due 2020, (ii) repay a portion of the outstanding borrowings under CommScope, Inc.'s senior secured term loan facility and (iii) pay fees and expenses related to the foregoing. There can be no assurance that the issuance and sale of the Notes will be consummated.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K (this Current Report) and is incorporated by reference herein.

This Current Report does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful. This Current Report does not constitute a notice of redemption with respect to CommScope, Inc.'s 4.375% senior secured notes due 2020. The Notes will not be registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

The foregoing information, including Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit. Description.**

99.1 CommScope Holding Company, Inc. press release, dated March 2, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CommScope Holding Company, Inc.

**Date: March 2, 2017**

**By:** /s/ Frank B. Wyatt, II

**Name:** Frank B. Wyatt, II

**Title:** Senior Vice President, General Counsel and  
Secretary

**INDEX OF EXHIBITS**

<b>Exhibit.</b>	<b>Description.</b>
99.1	CommScope Holding Company, Inc. press release, dated March 2, 2017.