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COMMSCOPE INC
Form S-8
June 11, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 11, 2002
REGISTRATION NO. 333 -

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

COMMSCOPE, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| DELAWARE | 36-4135495 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |

1100 COMMSCOPE PLACE, S.E.
P.O. BOX 339
HICKORY, NORTH CAROLINA 28602
(Address of registrant's principal executive
offices, including zip code)

AMENDED AND RESTATED COMMSCOPE, INC.
1997 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

FRANK B. WYATT II, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
1100 COMMSCOPE PLACE, S.E., P.O. BOX 339
HICKORY, NORTH CAROLINA 28602
(828) 324-2200
(Name, address, and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE |
|---|--------------------------------|---|---|
| Common Stock, par value \$.01 per share | 3,000,000 shares | \$13.21 (2) | \$39,630,000 (2) |

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EXPLANATORY NOTE

This Registration Statement is filed pursuant to Instruction E to Form S-8 to register additional Common Stock issuable under Registrant's Amended and Restated 1997 Long-Term Incentive Plan.

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-33555), the Registrant's Registration Statement on Form S-8 (File No. 333-54017), the Registrant's Registration Statement on Form S-8 (File No. 333-39072) and any post-effective amendments thereto.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION OF EXHIBIT ----- |
|----------------------|--|
| 4.1 -- | Amended and Restated Certificate of Incorporation of CommScope, Inc. * |
| 4.2 -- | Amended and Restated By-Laws of CommScope, Inc. * |
| 4.3 -- | Rights Agreement, dated as of June 12, 1997, between CommScope, Inc. and ChaseMellon Shareholder Services, L.L.C.** |
| 4.4 -- | Amendment No. 1 to Rights Agreement, dated as of June 14, 1999, between CommScope, Inc. and ChaseMellon Shareholder Services L.L.C.*** |
| 4.5 -- | Amendment No. 2 to Rights Agreement, dated as of November 15, 2001 between CommScope, Inc. and Mellon Investor Services, LLC**** |
| 4.6 -- | Amended and Restated CommScope, Inc. 1997 Long-Term Incentive Plan (as amended and restated May 3, 2002) |
| 5.1 -- | Opinion of Fried, Frank, Harris, Shriver & Jacobson |
| 23.1 -- | Consent of Deloitte & Touche LLP |
| 23.2 -- | Consent of Fried, Frank, Harris, Shriver & Jacobson (included in Exhibit 5.1) |
| 24.1 -- | Powers of Attorney (included on the signature pages) |

* Incorporated herein by reference from the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1997 (File No. 001-12929).

** Incorporated herein by reference from the Registration Statement on Form 8-A filed with the Commission on June 30, 1997

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(File No. 001-12929).

*** Incorporated herein by reference from the Registration Statement on Form 8-A/A filed June 14, 1999 (File No. 001-12929).

**** Incorporated herein by reference from the Amendment to Registration Statement on Form 8-A/A filed with the Commission on November 19, 2001 (File No. 1-12929).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hickory, State of North Carolina, on June 7, 2002.

COMMSCOPE, INC.

By: /s/ Frank M. Drendel

Frank M. Drendel,
Chairman and Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Frank M. Drendel, Jearld L. Leonhardt and Frank B. Wyatt, II, and each of them, as his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including any and all amendments, and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies, approves and confirms all that his said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE

TITLE

/s/ Frank M. Drendel

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| | |
|---|--|
| ----- Frank M. Drendel | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| /s/ Jearld L. Leonhardt ----- Jearld L. Leonhardt | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ William R. Gooden ----- William R. Gooden | Senior Vice President and Controller (Principal Accounting Officer) |
| /s/ Edward D. Breen ----- Edward D. Breen | Director |
| /s/ Duncan M. Faircloth ----- Duncan M. Faircloth | Director |
| /s/ Boyd L. George ----- Boyd L. George | Director |
| /s/ George N. Hutton, Jr. ----- George N. Hutton, Jr. | Director |
| /s/ June E. Travis ----- June E. Travis | Director |
| /s/ James N. Whitson ----- James N. Whitson | Director |

INDEX TO EXHIBITS

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