

CommScope Holding Company, Inc.  
Form SC 13G/A  
February 12, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**COMMSCOPE HOLDING COMPANY, INC.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**20337X109**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event which Requires filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAMES OF REPORTING PERSONS

**The Carlyle Group L.P.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**Carlyle Group Management L.L.C.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1 NAMES OF REPORTING PERSONS**

**Carlyle Holdings I GP Inc.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES 0**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY 61,216,970**

**EACH 7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON 0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**61,216,970**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**61,216,970**

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**CO**



**1** NAMES OF REPORTING PERSONS

**Carlyle Holdings I GP Sub L.L.C.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1** NAMES OF REPORTING PERSONS

**Carlyle Holdings I L.P.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**TC Group, L.L.C.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1** NAMES OF REPORTING PERSONS

**TC Group CommScope Holdings, L.L.C.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**



**1** NAMES OF REPORTING PERSONS

**Carlyle-CommScope Holdings, L.P.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**

**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **61,216,970**

**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**

**8** SHARED DISPOSITIVE POWER

**WITH**

**61,216,970**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**61,216,970**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**32.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**ITEM 1. (a) Name of Issuer:**

CommScope Holding Company, Inc. (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

1100 CommScope Place, SE

Hickory, North Carolina, 28602

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group CommScope Holdings, L.L.C.

Carlyle-CommScope Holdings, L.P.

**(b) Address or Principal Business Office:**

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

Each of the Reporting Persons is organized in the state of Delaware.

**(d) Title of Class of Securities:**

Common stock, \$0.01 par value per share ( Common Stock )

**(e) CUSIP Number:**

20337X109

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2015, based upon 190,665,894 shares of the Issuer's Common Stock outstanding as of October 20, 2015.

| Reporting Person                       | Amount<br>beneficially<br>owned | Percent<br>of class: | Sole  | Shared  | Sole  | Shared   |
|--|---------------------------------|----------------------|---|---|---|--|
|  |                                 |                      | power<br>to vote or<br>direct<br>the<br>vote: | power to<br>vote or to<br>direct the<br>vote: | power<br>to<br>dispose<br>or<br>direct<br>the<br>disposition<br>of: | power to<br>dispose or<br>to direct<br>the<br>disposition<br>of: |
| Carlyle Group Management L.L.C.        | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| The Carlyle Group L.P.                 | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| Carlyle Holdings I GP Inc.             | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| Carlyle Holdings I GP Sub L.L.C.       | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| Carlyle Holdings I L.P.                | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| TC Group, L.L.C.                       | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| TC Group CommScope Holdings,<br>L.L.C. | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |
| Carlyle-CommScope Holdings, L.P.       | 61,216,970                      | 32.1%                | 0   | 61,216,970                                    | 0   | 61,216,970   |

Carlyle-CommScope Holdings, L.P. is the record holder of 61,216,970 shares of the Issuer's Common Stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the 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 Common Stock owned of record by Carlyle-CommScope Holdings, L.P.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 12, 2016

**CARLYLE GROUP MANAGEMENT  
L.L.C.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general part

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I L.P.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman



**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP COMMSCOPE HOLDINGS, L.L.C.**

By: TC Group, L.L.C., its managing member  
By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE-COMMSCOPE HOLDINGS, L.P.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Authorized Person

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 24                 | Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2014).      |
| 99                 | Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2014). |