

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.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

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 those 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 respect to the options granted in 2011, the Actual Adjusted EBITDA in excess of the maximum Adjusted EBITDA level was applied to the 2011 and 2012 performance years in accordance with the catch-up vesting provisions of the options allowing 100% of the performance-based options for each year to fully vest. In addition, \$41.0 million is available to be carried forward towards achievement of the 2015 Adjusted EBITDA target. With respect to Mr. Olson's option granted in 2012, the

Actual 2014 Adjusted EBITDA in excess of the maximum 2014 Adjusted EBITDA level was applied to fully vest the remainder of the performance-based options for the 2012 performance year and \$113.0 million is available to be carried forward towards achievement of the 2015 Adjusted EBITDA target.



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On November 30, 2012, we declared and paid a special dividend of \$200.0 million, or \$1.29 per share, on our common stock, which we refer to herein as the 2012 Dividend. In addition, on May 20, 2013 and June 28, 2013 we declared special dividends of \$342.8 million, or \$2.21 per share (paid on May 28, 2013), and \$195.9 million, or \$1.27 per share (paid on June 28, 2013), respectively, on our common stock, which we refer to herein together as the 2013 Dividends. The 2012 Dividend and the 2013 Dividends are referred to herein together as the Special Dividends.

In connection with the IPO, we adopted a new equity incentive plan and no further awards will be made under prior equity plans.

### ***Supplemental Executive Retirement Plan***

We maintain a nonqualified Supplemental Executive Retirement Plan, or the SERP, that is intended to provide retirement and related benefits to certain of our executive officers. All of the NEOs, other than Mr. Olson, participate in the SERP. For additional information regarding the SERP, see below under Nonqualified Deferred Compensation.

### ***Employee Benefits and Perquisites***

Our NEOs are eligible under the same plans as all other U.S. employees for medical, dental, vision and short-term and long-term disability insurance and a Health Savings Plan. We also maintain the CommScope, Inc. Retirement Savings Plan, or the 401(k) plan, in which substantially all of our U.S. employees, including our NEOs, are eligible to participate. We currently contribute 2% of the participant's salary and bonus and provide matching contributions of up to 4% of the participant's salary and bonus, up to a maximum of 6% of the participant's salary and bonus, subject to certain statutory limitations (\$260,000 for 2014). In addition, we provide our NEOs with a supplemental term life insurance policy. We provide these benefits due to their relatively low cost and the high value they provide in attracting and retaining talented executives.

### ***Deferred Compensation Plan***

In October 2012, we adopted a voluntary non-qualified deferred compensation plan, or the DCP, that permits a group of our management, including the NEOs, and other key employees to defer up to 90% of their compensation (including base salary, AIP and DPCP awards). For additional information regarding the DCP, see below under Nonqualified Deferred Compensation.

### ***Employment, Severance and Change in Control Arrangements***

We have entered into employment agreements with Messrs. Edwards, Olson, Crenshaw and Drendel and severance protection agreements with Mr. Karlsson and Mr. Wyatt. The employment agreements entitle the executives to certain compensation and benefits and both the employment agreements and severance protection agreements entitle the executives to receive certain severance payments upon a qualifying termination of employment, as described below under Potential Payments upon Termination or Change in Control.

**Table of Contents****Summary Compensation Table for 2014**

The following table provides information regarding the compensation that we paid our NEOs for services rendered during the fiscal years ended December 31, 2014, 2013 and 2012.

Name and Principal Position	Year	Salary (\$)	Bonus \$(2)	Option Awards \$(3)	Non-Equity Incentive Plan Compensation \$(4)	Change in Pension	Value and Nonqualified Non-Equity Deferred Incentive Compensation	All Other Compensation	Total
						\$(5)	\$(6)	\$(6)	\$(6)
<b>Marvin S. Edwards, Jr.</b> President and Chief Executive Officer	2014	927,500			2,453,388	10,881		497,165	<b>3,888,934</b>
	2013	897,500			2,294,946	19,900		1,642,479	<b>4,854,825</b>
	2012	868,750			1,926,546	12,281		457,141	<b>3,264,718</b>
<b>Mark A. Olson</b> Executive Vice President and Chief Financial Officer	2014	483,750			873,294			16,018	<b>1,373,062</b>
	2013	458,750	500		754,180			129,274	<b>1,342,704</b>
	2012	429,117		517,927	600,508			27,790	<b>1,575,342</b>
<b>Randall W. Crenshaw</b> Executive Vice President and Chief Operating Officer	2014	655,000			1,182,375	10,031		265,638	<b>2,113,044</b>
	2013	635,000			1,108,216	21,786		994,240	<b>2,759,242</b>
	2012	615,000			931,384	17,958		269,805	<b>1,834,147</b>
<b>Peter U. Karlsson(1)</b> Senior Vice President Global Sales	2014	473,750	700		706,013	3,728		166,974	<b>1,351,165</b>
	2013	445,000			641,411	7,149		284,369	<b>1,377,929</b>
<b>Frank B. Wyatt, II</b> Senior Vice President, General Counsel and Secretary	2014	461,250			687,338	6,749		162,287	<b>1,317,624</b>
	2013	446,250			642,965	15,052		669,711	<b>1,773,978</b>
	2012	431,250			539,392	12,858		178,994	<b>1,162,494</b>
<b>Frank M. Drendel</b> Chairman of the Board of Directors	2014	545,000			583,250	30,636		159,270	<b>1,318,156</b>
	2013	526,250	1,000		544,603	77,661		6,430,052	<b>7,579,566</b>
	2012	511,250			459,682	76,399		529,443	<b>1,576,774</b>

(1) Mr. Karlsson was not a named executive officer in 2012.

(2) Amounts represent payments for service awards in 2014 for Mr. Karlsson (25 years) and in 2013 for Mr. Olson (20 years) and for Mr. Drendel (40 years).

(3) Amounts represent the aggregate grant date fair value of stock option awards determined in accordance with FASB ASC Topic 718. Refer to Note 12 in the Notes to our consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2014 for information regarding the assumptions used to value these awards.

(4) The following table shows all amounts included in Non-Equity Incentive Plan Compensation for 2014:

**Non-Equity Incentive**

**Plan Compensation**

<b>Name</b>	<b>AIP</b>	<b>DPCP</b>	<b>Total</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
<b>Marvin S. Edwards, Jr.</b>	2,434,688	18,700	2,453,388
<b>Mark A. Olson</b>	863,494	9,800	873,294
<b>Randall W. Crenshaw</b>	1,169,175	13,200	1,182,375
<b>Peter U. Karlsson</b>	696,413	9,600	706,013
<b>Frank B. Wyatt, II</b>	678,038	9,300	687,338
<b>Frank M. Drendel</b>	572,250	11,000	583,250

(5) Amounts represent the portion of the aggregate earnings under the SERP that are above market.

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- (6) The following table shows all amounts included in the All Other Compensation column for 2014 for each named executive officer:

Name	All Other Compensation			Total
	Company Contribution to 401(k) Plan	Company Contribution under SERP	Life Insurance Premiums	
	(\$)	(\$)	(\$)	(\$)
Marvin S. Edwards, Jr.	15,600	481,133	432	497,165
Mark A. Olson	15,600		418	16,018
Randall W. Crenshaw	15,600	249,606	432	265,638
Peter U. Karlsson	15,600	150,964	410	166,974
Frank B. Wyatt, II	15,600	146,288	399	162,287
Frank M. Drendel	15,600	143,238	432	159,270

**Grants of Plan-Based Awards in 2014**

Name	Grant Date	Threshold (\$)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Exercise Number or Grant of Base Date Fair Securities Price Value of Option Option	
			Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	Awards (\$/sh)	Awards (\$)
<b>Marvin S. Edwards, Jr.</b>									
2014 AIP(1)		579,688	1,159,375	2,434,688					
2014 DPCP(2)			18,700						
<b>Mark A. Olson</b>									
2014 AIP(1)		205,594	411,188	863,494					
2014 DPCP(2)			9,800						
<b>Randall W. Crenshaw</b>									
2014 AIP(1)		278,375	556,750	1,169,175					
2014 DPCP(2)			13,200						
<b>Peter U. Karlsson</b>									
2014 AIP(1)		165,813	331,625	696,413					
2014 DPCP(2)			9,600						
<b>Frank B. Wyatt, II</b>									
2014 AIP(1)		161,438	322,875	678,038					

2014 DPCP(2)		9,300	
<b>Frank M. Drendel</b>			
2014 AIP(1)	136,250	272,500	572,250
2014 DPCP(2)		11,000	

- (1) Reflects the range of awards that could potentially have been earned during 2014 under our AIP. The amounts actually earned are included under the column entitled Non-Equity Incentive Plan Compensation in our Summary Compensation Table for 2014.
- (2) Reflects the maximum awards that could potentially have been earned during 2014 under our DPCP. The amounts actually earned are included under the column entitled Non-Equity Incentive Plan Compensation in our Summary Compensation Table for 2014.

**Table of Contents****Narrative Supplement to Summary Compensation Table for 2014 and Grants of Plan-Based Awards in 2014 Table**

The terms of our cash incentive plans and equity incentive awards are described under 2014 Elements of Compensation above, our employment and severance agreements are described under Potential Payments upon Termination or Change in Control Employment and Severance Protection Agreements below, and our nonqualified deferred compensation plans are described under Nonqualified Deferred Compensation for 2014 below.

**Outstanding Equity Awards at December 31, 2014**

The following table provides information regarding outstanding stock options held by our NEOs as of December 31, 2014. Our NEOs did not hold any unvested stock awards as of December 31, 2014.

Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards		Option Exercise Price	Option Expiration Date(5)
			Number of Securities Underlying Unexercised Options (#) Unexercisable(3)	Awards: Number of Securities Underlying Unexercised Options (#)(4)		
<b>Marvin S. Edwards, Jr.</b>	12/14/2005	16,815 (1)			\$ 5.35	12/14/2015
	12/12/2006	11,400 (1)			\$ 8.85	12/12/2016
	3/24/2009	47,964 (1)			\$ 2.96	3/24/2019
	1/20/2010	261,183 (1)			\$ 8.55	1/20/2020
	1/26/2011	923,262 (2)	397,530	666,858	\$ 5.74	1/26/2021
<b>Mark A. Olson</b>	1/26/2011	49,518 (2)	33,126	55,569	\$ 5.74	1/26/2021
	2/21/2012	77,763 (2)	39,762	41,511	\$ 5.57	2/21/2021
<b>Randall W. Crenshaw</b>	1/20/2010	93,414 (1)			\$ 8.55	1/20/2020
	1/26/2011	307,755 (2)	132,510	222,285	\$ 5.74	1/26/2021
<b>Peter U. Karlsson</b>	1/26/2011	115,773 (2)	53,010	88,923	\$ 5.74	1/26/2021
<b>Frank B. Wyatt, II</b>	12/14/2005	5,901 (1)			\$ 5.35	12/14/2015
	12/12/2006	11,400 (1)			\$ 8.85	12/12/2016
	3/24/2009	43,500 (1)			\$ 2.96	3/24/2019
	1/20/2010	87,525 (1)			\$ 8.55	1/20/2020
	1/26/2011	123,117 (2)	53,010	88,923	\$ 5.74	1/26/2021
<b>Frank M. Drendel</b>	12/14/2005	224,400 (1)			\$ 5.35	12/14/2015
	12/12/2006	153,300 (1)			\$ 8.85	12/12/2016
	3/24/2009	400,038 (1)			\$ 2.96	3/24/2019
	1/20/2010	560,811 (1)			\$ 8.55	1/20/2020
	1/26/2011	307,755 (2)	132,510	222,285	\$ 5.74	1/26/2021

- (1) Represents rollover options which became fully vested and exercisable in conjunction with the Acquisition.
- (2) Represents options granted following the Acquisition vested as of December 31, 2014. These options include time-vesting options and performance-vesting options.
- (3) Represents time-vesting options granted following the Acquisition not vested or exercisable as of December 31, 2014. These options 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 grant) beginning on January 14, 2012 (or January 14, 2013, with respect to Mr. Olson's 2012 option grant).

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- (4) Represents performance-vesting options granted following the Acquisition not vested or exercisable as of December 31, 2014. These options vest and become exercisable, subject to the continued employment of the NEO, 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 number of unexercisable options includes options that vested in early 2015 due to the achievement of greater than 100% of the 2014 Adjusted EBITDA performance goal, but which remained unvested as of December 31, 2014 and were subject to the NEO's continued employment until the date our Compensation Committee certified the applicable performance level in accordance with the terms of the founders options. The number also includes the performance-vested options for performance years 2011 and 2012 that previously failed to become vested in accordance with the Adjusted EBITDA targets and became fully vested when the Compensation Committee ratified the 2014 performance due to catch-up vesting.
- (5) The options expire on the tenth anniversary of the date of grant, except for Mr. Olson's 2012 option grant, which expires on the ninth anniversary of the date of grant.

**Option Exercises and Stock Vested for 2014**

The following table provides information concerning the exercise of options and vesting of stock awards during the year ended December 31, 2014.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
<b>Marvin S. Edwards, Jr.</b>				
<b>Mark A. Olson</b>	60,000	\$ 1,036,110		
<b>Randall W. Crenshaw</b>	120,000	\$ 2,044,255		
<b>Peter U. Karlsson</b>	45,000	\$ 772,223		
<b>Frank B. Wyatt, II</b>				
<b>Frank M. Drendel</b>	466,800	\$ 8,761,836		

**Nonqualified Deferred Compensation for 2014**

The Nonqualified Deferred Compensation table reflects information about the SERP and the DCP for 2014.

**SERP**

The SERP is an unfunded defined contribution type retirement plan maintained for the benefit of a select group of our management and/or highly compensated employees. The SERP provides for an annual credit by us to each participant's account in an amount generally equal to 5% of such participant's base salary, AIP bonus, and DPCP incentive paid for the respective year up to a cap (which in 2014 was \$260,000), plus 15% of the amount in excess of the cap. Equity-based compensation is not taken into account for purposes of the SERP. In addition to annual contributions, participants' accounts generally accrue interest each year. In January 2011, we determined that the interest rate for 2011 would be 5%, and it has remained at 5% since 2011. We review the interest rate annually. There have been no participants added to the SERP since 2005.



Participants become vested in their SERP account on the date that is one year and 31 days following the date they receive notification of their participation in the SERP, or the Vesting Date ; however, there are generally no payments to participants until retirement at age 55 or older with at least 10 years of service, or at age 65 without regard to any service requirement, or Retirement. Pursuant to the terms of the SERP, a participant generally will receive the full value of his account balance upon the participant's termination or resignation for any reason once he is eligible for Retirement. However, participants (or participant's beneficiaries, in the case of a

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participant's death) may also receive benefits prior to Retirement in the following situations: (1) if the participant dies before Retirement; (2) if the participant experiences a disability (as defined in the SERP) before beginning to receive any SERP benefits; (3) if the participant's employment is involuntarily terminated, for reasons other than for cause; or (4) if the participant terminates employment for any reason other than for cause within two years after a change in control of our Company. In addition, the SERP was amended in 2011 to provide that participants employed with us as of the Acquisition in 2011 would be eligible to receive their SERP benefits upon termination of employment prior to Retirement, except if the participant is terminated for cause. Payment to the SERP participants generally occurs on the next following January 31 or July 31, except that payments resulting from termination following a change in control or terminations due to disability are paid as soon as practicable following such termination.

Messrs. Edwards, Crenshaw and Drendel are vested in their SERP accounts and eligible for Retirement, so they would receive their account balance if their employment terminated for any reason. Messrs. Karlsson and Wyatt are currently vested in their SERP accounts and, though they are not eligible for Retirement, pursuant to the 2011 amendment, they are eligible to receive the full value of their SERP accounts upon any termination of employment, other than for cause.

**DCP**

The DCP permits a select group of our management, including the NEOs, and other key employees to defer up to 90% of their compensation (including base salary, AIP and DPCP awards). Our obligations under the DCP are funded with contributions to a rabbi trust, and participants may invest the amounts credited to their accounts in one or more notional investments that are substantially the same as investment offerings provided under our 401(k) plan. Participants' accounts are 100% vested at all times, and we do not provide matching or other Company contributions to the DCP. In general, upon a participant's termination of employment, he or she may elect to receive a distribution in a lump sum or annual installments over a period of two to ten years, which distribution will commence, per the participant's election, as soon as practical following (i) termination of employment, or (ii) the earlier of (A) a specific date, or (B) the date of termination (provided that if termination is due to retirement, payments will commence as of the elected specified date). Upon a participant's death or disability, or upon the occurrence of a change in control of the Company, the participant's entire balance will be paid to him or her (or the participant's estate or beneficiary, as applicable) in a lump sum.

The following table depicts the value of benefits accumulated by our NEOs under the SERP and the DCP as of December 31, 2014.

Name	Plan	Executive contributions in last fiscal year(1)	Registrant contributions up to cap in last fiscal year(2)	Registrant contributions in excess of cap in last fiscal year(2)	Aggregate earnings in last fiscal year(3)	Aggregate balance at last fiscal year end(4)
<b>Marvin S. Edwards, Jr.</b>	SERP		\$ 13,000	\$ 468,133	\$ 75,565	\$ 2,067,997
	DCP	\$ 625,502			\$ 72,593	\$ 1,972,963
<b>Mark A. Olson</b>	SERP					
	DCP					
<b>Randall W. Crenshaw</b>	SERP		\$ 13,000	\$ 236,606	\$ 69,658	\$ 1,712,424
	DCP	\$ 912,088			\$ 75,814	\$ 2,427,740

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<b>Peter U. Karlsson</b>	SERP		\$ 13,000	\$ 137,964	\$ 25,890	\$ 694,649
	DCP	\$ 222,438			\$ 17,080	\$ 475,981
<b>Frank B. Wyatt, II</b>	SERP		\$ 13,000	\$ 133,288	\$ 46,871	\$ 1,130,585
	DCP					
<b>Frank M. Drendel</b>	SERP		\$ 13,000	\$ 130,238	\$ 212,752	\$ 4,611,027
	DCP					

- (1) Reflects executive contributions made in 2014 for salary deferral and executive contributions made in 2015, which are based on 2014 earnings under the AIP and DPCP, as included in the Summary Compensation table in the Non-Equity Incentive Plan Compensation column.

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- (2) Registrant contributions to the SERP are generally equal to 5% of participant's base salary, AIP and DPCP award up to a cap (which in 2014 was \$260,000), plus 15% of the amount in excess of the cap. Contributions to the SERP are included in the Summary Compensation table in the "All Other Compensation" column. The Company does not provide matching or other Company contributions to the DCP.
- (3) With respect to the SERP, the portion of the aggregate earnings that are "above market" is included in the Summary Compensation table in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column.
- (4) Includes amounts that were reported in the Summary Compensation table for 2014, 2013 and 2012.

## **Potential Payments upon Termination or Change in Control**

### ***Employment and Severance Protection Agreements***

Each of our named executive officers is party to an employment agreement or severance protection agreement that entitles him to the right to receive certain severance payments upon a qualifying termination of employment.

#### *Employment Agreements with Messrs. Edwards, Olson and Crenshaw*

We are party to employment agreements with Messrs. Edwards, Olson and Crenshaw, each of which expires on December 31, 2015, subject to automatic renewal for additional one-year periods unless we give written notice of non-renewal at least 90 days prior to such date. Pursuant to the agreements, in the event the executive's employment is terminated by us by notice of non-renewal of the term of the agreement, by us for any reason other than for cause or disability or by the executive for good reason, the executive will be entitled to receive his accrued compensation and each of the following:

severance pay in an amount equal to two times the sum of (A) his then current base salary, and (B) his base salary multiplied by 1.25, in the case of Mr. Edwards, or 0.85, in the case of Messrs. Olson and Crenshaw, payable in equal monthly installments over two years (the "Termination Benefits Period") or, upon termination within twenty-four months following a change in control, in a lump sum;

a prorated bonus under the AIP for the fiscal year in which his termination occurs, based on actual performance and payable at the same time our Company pays bonuses to its other executive officers;

a cash payment equal to the cost we would have incurred had the executive continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents during the Termination Benefits Period, payable in periodic installments in accordance with our payroll practice (the "Medical Coverage Payments"); and

if at the end of the Termination Benefits Period, the executive is not employed by another entity (including self-employment), then for six months (or his earlier re-employment) he will receive (i) an additional monthly payment equal to one-twelfth of the sum of (A) his base salary and (B) his base salary multiplied by 1.25, in the case of Mr. Edwards, or 0.85, in the case of Messrs. Olson and Crenshaw, and (ii) continuation of the Medical Coverage Payments (provided that such Medical Coverage Payments will not cease upon re-employment unless the executive obtains such coverage or benefits pursuant to the subsequent employer's benefit plans).

For purposes of Messrs. Edwards', Olson's and Crenshaw's agreements, "good reason" includes material breach of the agreement, a material diminution in duties, failure to continue the executive in his role as sole President and CEO without his prior written consent, in the case of Mr. Edwards, or Chief Financial Officer in the case of Mr. Olson, or Chief Operating Officer, in the case of Mr. Crenshaw, any reduction in salary or target bonus opportunity, relocation of the executive's place of employment by more than twenty-five miles without his prior written consent and, in the case of Mr. Edwards, our failure to nominate him to our Board.

If the executive's employment is terminated by us for cause or disability, by reason of his death or by the executive other than for good reason, we will pay to the executive his accrued compensation. In addition, in the

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event of the executive's death, his estate will be entitled to receive a prorated bonus under the AIP for the fiscal year in which his death occurs, payable at the same time our Company pays bonuses to its other executive officers and based on actual performance.

*Severance Protection Agreement with Mr. Karlsson*

We are also a party to a severance protection agreement with Mr. Karlsson. His agreement is on a 1-year term automatically renewing on January 1 of each year unless we or Mr. Karlsson gives notice of non-renewal at least ninety (90) days prior to such date, except that the term may not expire prior to 24 months following a change in control (as defined in the agreement). Pursuant to the agreement, in the event that Mr. Karlsson's employment is terminated within 24 months after a change in control (i) by us for any reason other than for cause or disability or (ii) by Mr. Karlsson for good reason (which definition includes, among other things, an adverse change in status or duties and a reduction in salary or benefits), Mr. Karlsson will be entitled to receive accrued compensation and each of the following:

severance pay in an amount equal to his then current base salary;

a prorated bonus for the fiscal year in which his termination occurs, based on the actual bonus that would have been payable to him for the year in which the termination occurs; and

continuation of Mr. Karlsson's and his dependents' health benefits for 12 months (the Termination Benefits Period).

If Mr. Karlsson's employment is terminated by us within 24 months after a change in control for cause or disability, by reason of his death or by Mr. Karlsson other than for good reason, we will pay to him his accrued compensation and any earned but unpaid bonus or incentive compensation. In addition, in the case of a termination by us for disability or due to Mr. Karlsson's death, he will receive a pro rata bonus for the year of termination, based on the actual bonus that would have been payable to him for the year in which the termination occurs.

Further, if Mr. Karlsson's employment is terminated by us other than for cause at any time prior to the date of a change in control and such termination (i) occurred after we entered into a definitive agreement, the consummation of which would constitute a change in control or (ii) Mr. Karlsson reasonably demonstrates that such termination was at the request of a third party who has indicated an intention or has taken steps reasonably calculated to effect a change in control, such termination will be deemed to have occurred after a change in control.

*Severance Protection Agreement with Mr. Wyatt*

We are party to a severance protection agreement with Mr. Wyatt. This severance protection agreement is on a 1-year term automatically renewing on January 1 of each year unless we or Mr. Wyatt gives notice of non-renewal at least ninety (90) days prior to such date, except that the term may not expire prior to 24 months following a change in control (as defined in the agreement). Pursuant to the agreement, in the event Mr. Wyatt's employment is terminated within 24 months after a change in control (i) by us for any reason other than for cause or disability or (ii) by Mr. Wyatt for good reason (which definition includes, among other things, an adverse change in status or duties, a reduction in salary or benefits, and a relocation of Mr. Wyatt's place of employment by more than twenty-five miles), Mr. Wyatt will be entitled to receive accrued compensation and each of the following:

severance pay in an amount equal to one and one-half times Mr. Wyatt's then current base salary plus one and one-half times the target annual incentive payable to Mr. Wyatt under the AIP for the fiscal year immediately preceding the fiscal year of termination;

a prorated bonus under the AIP for the fiscal year in which his termination occurs, based on the actual bonus paid or payable to Mr. Wyatt under the AIP in respect of the year immediately preceding the year of termination;

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continuation of Mr. Wyatt's and his dependents' and beneficiaries' life insurance, disability, medical, dental and hospitalization benefits for 18 months (the Termination Benefits Period);

if, at the end of the Termination Benefits Period, Mr. Wyatt is not employed by another employer (including self-employment), then for six months (or his earlier re-employment with another entity) he will receive (i) an additional monthly payment equal to one-twelfth of his then current base salary plus one-twelfth of the target annual incentive payable to Mr. Wyatt for the fiscal year immediately preceding the fiscal year of termination, and (ii) continuation of the benefits discussed in the bullet above (provided that such benefits will not cease upon re-employment unless Mr. Wyatt obtains such coverage or benefits pursuant to the subsequent employer's benefit plans); and

reimbursement for (i) outplacement assistance services (up to 25% of the sum of Mr. Wyatt's then-current year salary and prior year target bonus), (ii) tax and financial planning assistance (up to \$2,000) and (iii) relocation expenses under certain circumstances.

If Mr. Wyatt's employment is terminated by us within 24 months after a change in control for cause or disability, by reason of his death or by Mr. Wyatt other than for good reason, we will pay to Mr. Wyatt his accrued compensation and any earned but unpaid bonus or incentive compensation. In addition, in the case of a termination by us for disability or due to Mr. Wyatt's death, he will receive a pro rata bonus for the year of termination based on the actual bonus paid or payable to Mr. Wyatt under the AIP in respect of the year immediately preceding the year of termination.

Further, if Mr. Wyatt's employment is terminated by us other than for cause at any time prior to the date of a change in control and such termination (i) occurred after we entered into a definitive agreement, the consummation of which would constitute a change in control or (ii) Mr. Wyatt reasonably demonstrates that such termination was at the request of a third party who has indicated an intention or has taken steps reasonably calculated to effect a change in control, such termination will be deemed to have occurred after a change in control.

### *Employment Agreement with Mr. Drendel*

Mr. Drendel's employment agreement expires on December 31, 2015, subject to automatic renewal for additional one-year periods unless we or Mr. Drendel gives written notice of non-renewal at least 90 days prior to such date. Pursuant to the agreement, in the event his employment is terminated by us by notice of non-renewal of the term of the agreement, by us for any reason other than for cause or by Mr. Drendel for any reason, he will be entitled to receive his accrued compensation and each of the following: (i) an amount (the Severance Payment) equal to two times the sum of (X) his base salary and (Y) his base salary multiplied by 0.50, payable in a lump sum payment within thirty days following termination; and (ii) a cash payment equal to the cost our Company would have incurred had he continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents for 24 months following his termination of employment, payable in periodic installments in accordance with our payroll practice.

If Mr. Drendel's employment is terminated by us for cause or by reason of his death, we will pay to him his accrued compensation. In addition, in the event of Mr. Drendel's death, his estate will be entitled to receive the Severance Payment payable in a lump sum payment within thirty days following his death.

### *280G Tax Gross-Up Provisions*



The employment agreements with Messrs. Edwards, Olson, Crenshaw and Drendel and the severance protection agreement with Mr. Wyatt provide for a gross-up payment by our Company in the event that the total payments the executive receives under the agreement, or otherwise (for example, due to accelerated vesting of equity), are subject to the excise tax under Section 4999 of the Internal Revenue Code of 1986, as amended, or the Code. In such an event, we will pay an additional amount so that the executive is made whole on an after-tax basis from the effect of the excise tax. Mr. Karlsson's severance protection agreement does not contain any provision with respect to gross-up payments or cut-backs in the event of such excise taxes.

**Table of Contents***Restrictive Covenants*

Messrs. Edwards, Olson, Crenshaw and Drendel's employment agreements each contain cooperation and confidentiality covenants that apply during and following the executives' respective employment with us. The agreements also contain certain non-compete and non-solicitation obligations that continue for a certain period following termination of employment, as follows: 24 months, in the case of Messrs. Edwards, Olson and Crenshaw (and up to an additional six months if the executive continues to receive the benefits discussed above following the conclusion of the Termination Benefits Period) and 60 months, in the case of Mr. Drendel. Messrs. Karlsson and Wyatt's severance protection agreements do not contain any restrictive covenants.

The following table sets forth the estimated amount of the severance benefits each of our NEOs would receive under the termination scenarios identified therein, in each case assuming a termination of employment on December 31, 2014. The benefits described and quantified below are in addition to the compensation and benefits that would already be vested upon a NEO's termination, including accrued but unpaid salary, accrued and unused vacation pay, amounts previously earned and deferred under the DCP and payments and benefits accrued under the 401(k) plan and the SERP.

Name	Payment	Resignation		Death or Disability	Termination Without Cause or Resignation for Good Reason	Termination Without Cause or Resignation for Good Reason
		Termination for Cause	Without Good Reason		Prior to a Change in Control	After a Change in Control
Marvin S. Edwards, Jr.	Cash severance(1)				\$ 5,259,375	\$ 5,259,375
	Benefit continuation(3)				22,364	22,364
	Gross-Up(5)					4,760,175
	<b>Total</b>				<b>\$ 5,281,739</b>	<b>\$ 10,041,914</b>
Mark A. Olson	Cash severance(1)				\$ 2,266,250	\$ 2,266,250
	Benefit continuation(3)				22,335	22,335
	Gross-Up(5)					1,046,278
	<b>Total</b>				<b>\$ 2,288,585</b>	<b>\$ 3,334,863</b>
Randall W. Crenshaw	Cash severance(1)				\$ 3,052,500	\$ 3,052,500
	Benefit continuation(3)				21,533	21,533
	Gross-Up(5)					1,755,725
	<b>Total</b>				<b>\$ 3,074,033</b>	<b>\$ 4,829,758</b>
Peter U. Karlsson	Cash severance					\$ 480,000
	Prorata bonus					706,013
	Benefit continuation					12,046
	<b>Total</b>					<b>\$ 1,198,059</b>
Frank B. Wyatt, II	Cash severance(1)					\$ 1,554,750

	Prorata bonus(2)				575,054
	Benefit continuation(3)				24,132
	Other Benefits(4)				196,344
	Gross-Up(5)				1,168,202
	<b>Total</b>				<b>\$ 3,518,482</b>
Frank M. Drendel	Cash severance	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000
	Benefit continuation	4,592		4,592	4,592
	Gross-Up(5)				
	<b>Total</b>	<b>\$ 1,654,592</b>	<b>\$ 1,650,000</b>	<b>\$ 1,654,592</b>	<b>\$ 1,654,592</b>

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- (1) Assumes that the executive is not self-employed or employed by another entity at the end of the Termination Benefits Period and, accordingly, receives an additional six months of severance.
- (2) Pursuant to the executive's severance protection agreement, upon his termination of employment by the Company without cause, by the executive for good reason, or by reason of his death or disability, in each case within 24 months following a change in control, he would be entitled to a payment equal to the actual bonus paid to the executive with respect to the year prior to that in which the executive's termination date occurs (in this case, 2013), pro-rated for the number of days the executive was employed during the year of such termination.
- (3) Assumes that the executive is not self-employed or employed by another entity at the end of the Termination Benefits Period and, therefore, receives an additional six months of benefits continuation.
- (4) Reflects reimbursement of outplacement expenses and for tax and financial planning services. Note that, in certain circumstances, Mr. Wyatt would also be entitled to reimbursement for costs of relocation following a termination; however, estimates of these costs are not included in the amounts above.
- (5) Estimate of gross-up payment assumes acceleration of equity incentive awards, see below discussion under the heading *Equity Incentive Awards*. Estimate of gross-up payment based on a 280G excise tax rate of 20%, a tax rate of 35% for federal, 1.45% for Medicare and an appropriate state tax rate.

***AIP***

Pursuant to the terms of the AIP, in the event of a change in control of our Company (as defined in the AIP), within 30 days thereafter, we will pay to each participant immediately prior to such change in control (regardless of whether such participant remains in the employ of our Company following the change in control) an award equal to his or her target incentive for the AIP plan cycle then underway (prorated to the date of the change in control). Outside the context of a change in control, participants are eligible to receive a pro rata portion of their award if their employment is terminated due to death, disability or retirement (at age 65, at age 55 with at least 10 years of service with the company, or earlier with prior approval of our Company). Accordingly, assuming a change in control, death or disability on December 31, 2014, or, in the case of Mr. Edwards or Mr. Drendel, retirement on December 31, 2014, the payments in respect of AIP awards to the NEOs would be as follows: \$1,159,375 for Mr. Edwards, \$411,188 for Mr. Olson, \$556,750 for Mr. Crenshaw, \$331,625 for Mr. Karlsson, \$322,875 for Mr. Wyatt and \$272,500 for Mr. Drendel.

***SERP***

Pursuant to the terms of the SERP, a participant generally will receive the full value of his account balance upon the participant's termination or resignation for any reason once he is eligible for Retirement. Messrs. Edwards, Crenshaw and Drendel are vested in their SERP accounts and eligible for Retirement, so they would receive the amounts shown in the column of the Nonqualified Deferred Compensation table entitled *Aggregate balance at last fiscal year end* were their employment terminated for any reason on December 31, 2014.

Messrs. Karlsson and Wyatt are currently vested in their SERP accounts and, though they are not eligible for Retirement, pursuant to the 2011 amendment to the SERP, they are eligible to receive the full value of their SERP accounts upon any termination of employment, other than for cause. The value of their SERP accounts is based on an assumed effective date of December 31, 2014 shown in the column of the Nonqualified Deferred Compensation table entitled *Aggregate balance at last fiscal year end*.

Payment to the SERP participants generally occurs on the next following January 31 or July 31, except that payments resulting from termination following a change in control or terminations due to death or disability are paid as soon as practicable following such termination.

***Equity Incentive Awards***

Per the terms of the option agreements, all of the time-vested options will vest immediately upon the occurrence of a liquidity event and all or a portion of the performance-vested options will vest immediately if Carlyle realizes a minimum return on its investment in connection with the liquidity event and depending on the level of the return on investment.

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For purposes of these options, a liquidity event means either (a) the consummation of the sale, transfer, conveyance or other disposition in one or a series of related transactions (by way of merger, consolidation or otherwise) of more than 50% of the total number of our equity securities held, directly or indirectly, by Carlyle as of January 14, 2011 for cash; or (b) the consummation of the sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of our Company, or our Company and its Subsidiaries taken as a whole, to any person for cash, other than to Carlyle or an affiliate of Carlyle. The occurrence of a change in control of us could in some circumstances also constitute a liquidity event for purposes of the stock options; however, a change in control of us could occur without triggering a liquidity event and a liquidity event could occur without the occurrence of a change in control.

Assuming the occurrence of a liquidity event on December 31, 2014, all of our NEOs' unvested time-vested options would have vested and, based upon the fair market value of our shares of common stock as of such date (\$22.83 per common share), 62% of our NEOs' performance-vesting founders awards would have vested. The fair market value of the shares subject to the time-vested options and the performance-vested options that would have vested as a result of the liquidity event, net of the option exercise price, would have been as follows:

<b>Name</b>	<b>FMV Time Vested Options</b>	<b>FMV Performance Vested Options</b>
Marvin S. Edwards, Jr.	\$ 6,793,788	\$ 4,942,496
Mark A. Olson	\$ 1,252,415	\$ 606,786
Randall W. Crenshaw	\$ 2,264,596	\$ 1,647,476
Peter U. Karlsson	\$ 905,941	\$ 659,059
Frank B. Wyatt, II	\$ 905,941	\$ 659,059
Frank M. Drendel	\$ 2,264,596	\$ 1,647,476

**Equity Compensation Plan Information**

The following table provides information as of December 31, 2014, with respect to the shares of our common stock that may be issued under our existing equity compensation plans:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted- Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in</b>
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				<b>Column(a)) (c)</b>
Equity compensation plans approved by security holders	10,410,830	\$	7.32	17,453,565
Equity compensation plans not approved by security holders				
<b>Total</b>	<b>10,410,830</b>	<b>\$</b>	<b>7.32</b>	<b>17,453,565</b>

**Compensation of Directors**

Directors who are employees of our Company or Carlyle receive no additional compensation for their service on our Board of Directors or its committees. We pay each non-employee director \$75,000 per year for his service on our Board of Directors, payable quarterly, plus an additional \$10,000 per year for each committee of our Board

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of Directors he served on. In addition, the Audit Committee chairman receives \$10,000 more per year for serving as such. We also reimburse non-employee directors for reasonable out-of-pocket expenses in the performance of their duties as directors. Non-employee directors received equity-based awards, in the form of stock options (if granted prior to the IPO) or restricted stock units (if granted subsequent to the IPO) at the time of their election to our Board of Directors. In addition, our non-employee directors receive an annual grant of restricted stock units having a grant date value equal to \$75,000. The options were granted with a per share exercise price equal to the estimated fair market value of one share of the common stock on the date of grant and were eligible to vest in five equal annual installments. The restricted stock units vest on the first anniversary of the grant date.

**Annual Non-Employee Director Compensation**

Basic Cash Retainer	\$ 75,000
Supplemental Cash Retainer	
Audit Committee Chair(1)	\$ 20,000
Audit Committee Member	\$ 10,000
Compensation Committee Member	\$ 10,000
Annual Stock Retainer(2)	\$ 75,000

- (1) The chair of our Audit Committee does not also receive the supplemental cash retainer as a member of such committee.
- (2) The number of restricted stock units granted as the annual stock retainer is determined based upon closing price of the underlying shares of our common stock on the date of grant.

In 2014, we provided the following compensation to our non-employee directors:

**Director Compensation Table for 2014**

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Total(1)
<b>L. William Krause</b>	\$ 85,000	\$ 75,009	\$ 160,009
<b>Stephen C. Gray</b>	\$ 75,583	\$ 75,009	\$ 150,592
<b>Timothy T. Yates</b>	\$ 93,571	\$ 75,009	\$ 168,580
<b>Austin A. Adams</b>	\$ 80,278	\$ 131,256	\$ 211,534
<b>Thomas J. Manning</b>	\$ 25,870	\$ 81,253	\$ 107,123

- (1) We granted Messrs. Krause, Gray, Yates, Adams and Manning 3,287 restricted stock units which will vest October 25, 2015, subject to continued membership on the Board of Directors. We granted Mr. Adams 3,082 restricted stock units upon joining the Board of Directors on January 21, 2014, which vested on January 21, 2015. We granted Mr. Manning 242 restricted stock units upon joining the Board of Directors on September 11, 2014, which will vest on September 11, 2015. As of December 31, 2014, Mr. Krause and Mr. Gray held options to purchase 28,575 shares of our common stock which vest ratably over the five anniversary dates from January 14, 2011.



**Compensation-Related Risk Assessment**

Our Compensation Committee, with the assistance of our management, through the human resources, finance and legal departments, has analyzed the potential risks arising from our compensation policies and practices, and has determined that there are no such risks that are reasonably likely to have a material adverse effect on us.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

The Exchange Act requires our directors, executive officers and beneficial owners of more than 10% of our capital stock to file reports of ownership and changes of ownership with the Commission and Nasdaq. Based on our records and other information, we believe that during the year ended December 31, 2014 all applicable Section 16(a) filing requirements were met in a timely fashion.

**STOCKHOLDER PROPOSALS FOR THE COMPANY S 2016 ANNUAL MEETING**

Stockholders who intend to present proposals at the 2016 Annual Meeting of Stockholders, or the 2016 Annual Meeting, and who wish to have such proposals included in the proxy statement for such meeting, must submit such proposals in writing by notice delivered or mailed by first-class United States mail, postage prepaid, to the Corporate Secretary, CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, and such notice must be received no later than November 18, 2015. Such proposals must meet the requirements set forth in the rules and regulations of the Commission, as well as the informational requirements and the other requirements related to stockholder proposals set forth in the Company s Bylaws, in order to be eligible for inclusion in the Company s proxy statement for its 2016 Annual Meeting.

Stockholders who wish to nominate directors or introduce an item of business at an annual meeting, without including such matters in the Company s proxy statement, must comply with the informational requirements and the other requirements set forth in the Company s Bylaws. Nominations or an item of business to be introduced at the 2016 Annual Meeting must be submitted in writing and received by the Company no earlier than January 2, 2016 and no later than February 1, 2016 (i.e., no more than 120 days and no less than 90 days prior to May 1, 2016, the first anniversary of the Annual Meeting). A copy of the Company s Bylaws, which sets forth the informational requirements and other requirements, can be obtained from the Corporate Secretary of the Company.

**AVAILABLE INFORMATION**

Our website ([www.commscope.com](http://www.commscope.com)) contains copies of our Code of Conduct that applies to all of our directors, executive officers and Senior Financial and Accounting Officers, our Code of Ethics and Business Conduct that applies to all of our employees (including any subsequent amendments thereto or waivers therefrom), our Corporate Governance Guidelines and the charters of our Nominating, Audit and Compensation Committees, each of which can be downloaded free of charge.

Printed copies of our Code of Conduct, Code of Ethics and Business Conduct, Corporate Governance Guidelines and charters of our Nominating, Audit and Compensation Committees and any of our reports on Form 10-K, Form 10-Q and Form 8-K and all amendments to those reports, can also be obtained free of charge (other than a reasonable duplicating charge for exhibits to our reports on Form 10-K, Form 10-Q and Form 8-K) by any stockholder who requests them from our Investor Relations Department:

Investor Relations

CommScope Holding Company, Inc.

1100 CommScope Place, SE

Hickory, North Carolina 28602

Edgar Filing: CommScope Holding Company, Inc. - Form DEF 14A

U.S.A.

Phone: (828) 324-2200

E-mail: [investor.relations@commscope.com](mailto:investor.relations@commscope.com)

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**INCORPORATION BY REFERENCE**

To the extent that this Proxy Statement is incorporated by reference into any other filings by CommScope under the Securities Act or the Exchange Act, the sections of this Proxy Statement entitled "Audit Committee Report" and "Compensation Committee Report" do not constitute soliciting material and should not be deemed filed with the Commission or incorporated by reference into any other filing under the Securities Act or the Exchange Act except to the extent that we specifically incorporate them by reference into such filing.

The information on our website, [www.commscope.com](http://www.commscope.com), is not, and should not be deemed to be, a part of this Proxy Statement, or incorporated into any other filings we make with the Commission.

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**Important Notice Regarding the Availability of Proxy**

**Materials for the Stockholders Meeting to be Held on May 1, 2015**

**The Proxy Statement and Annual Report are available at**

**<http://ir.commscope.com/annuals.cfm>**

**BY ORDER OF THE BOARD OF DIRECTORS**

Frank B. Wyatt, II

*Secretary*

March 12, 2015

Hickory, North Carolina

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