

CommScope Holding Company, Inc.  
Form 8-K  
May 01, 2015

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

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 1, 2015**

**COMMSCOPE HOLDING COMPANY, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**001-36146**  
**(Commission)**

**27-4332098**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**1100 CommScope Place, SE**

**Hickory, North Carolina 28602**

**(Address of principal executive offices)**

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

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

CommScope Holding Company, Inc. (the Company) held its Annual Meeting of Stockholders (the Meeting) on May 1, 2015. The matters that were voted upon at the 2015 Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below.

At the Meeting, the stockholders elected three Class II directors, each for a term expiring at the Company's 2018 Annual Meeting of Stockholders, and ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015. In addition, stockholders approved, on an advisory (non-binding) basis, the compensation of the Company's named executive officers for 2014.

(1) Election of Class II Directors:

| Name of Director  | Votes For   | Votes     |             | Broker Non-Votes |
|-------------------|-------------|-----------|-------------|------------------|
|                   |             | Withheld  | Abstentions |                  |
| Campbell R. Dyer  | 160,289,740 | 8,854,497 | 7,758,768   | 7,758,768        |
| Stephen C. Gray   | 161,344,205 | 7,800,032 | 7,758,768   | 7,758,768        |
| L. William Krause | 160,692,389 | 8,451,848 | 7,758,768   | 7,758,768        |

| (2) Advisory (non-binding) approval of the compensation of the Company's named executive officers: | Votes For   | Votes   |             | Broker Non-Votes |
|--|-------------|---------|-------------|------------------|
|  |             | Against | Abstentions |                  |
|  | 168,437,039 | 674,267 | 32,930      | 7,758,769        |

| (3) Ratification of Independent Registered Public Accounting Firm for 2015: | Votes For   | Votes   |             |
|---|-------------|---------|-------------|
|   |             | Against | Abstentions |
|   | 176,742,136 | 133,270 | 27,599      |

On May 1, 2015, the Company issued a press release announcing the results of the Meeting. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) EXHIBITS

99.1 Press Release of CommScope Holding Company, Inc. dated May 1, 2015.

**SIGNATURES**

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

Dated: May 1, 2015

**COMMSCOPE HOLDING COMPANY,  
INC.**

By: /s/ Frank B. Wyatt, II  
Frank B. Wyatt, II  
Senior Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

| Exhibit | Item  |
|---------|---|
| No.     |   |
| 99.1    | Press Release of CommScope Holding Company, Inc. dated May 1, 2015. |