

ARRIS GROUP INC

Form 4

January 06, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STANZIONE ROBERT J**

(Last) (First) (Middle)

3871 LAKEFIELD DRIVE

(Street)

SUWANEE, GA 30024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ARRIS GROUP INC [ARRS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
**CHAIRMAN, PRESIDENT AND CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock <u>(1)</u>	01/04/2016		D	852,610	D \$ 0 0	D	
Common stock <u>(1)</u> <u>(2)</u>	01/04/2016		D	95,265	D \$ 0 0	I	By 2015 Grantor Retainer Annuity Trust Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted stock (P) 150330 <sup>(1)</sup> <sub>(3)</sub>	\$ 0	01/04/2016		D	154,750	<sup>(4)</sup> <sub>(5)</sub>	Common Stock 154,750
Restricted stock (P) 140327 <sup>(1)</sup> <sub>(3)</sub>	\$ 0	01/04/2016		D	163,160	<sup>(4)</sup> <sub>(5)</sub>	Common Stock 163,160

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STANZIONE ROBERT J 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	CHAIRMAN, PRESIDENT AND CEO

## Signatures

/s/ Lawrence A. Margolis,  
Attorney-in-Fact 01/06/2016

                     \*\*Signature of Reporting Person

                     Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On 4 January 2016, ARRIS Group, Inc. ("ARRIS") and Pace plc ("Pace") consummated a transaction (the "Combination") pursuant to which each of ARRIS and Pace was acquired by a new English holding company, ARRIS International plc ("New ARRIS"). Under the terms of the Combination (a) New ARRIS acquired Pace pursuant to a scheme of arrangement under UK law and (b) a newly formed

- (1) subsidiary of New ARRIS merged with and into ARRIS, with ARRIS as the surviving corporation in the merger (the "Merger") and an indirect wholly-owned subsidiary of New ARRIS. At the effective time of the Merger, each ARRIS common share was cancelled and converted into the right to receive one New ARRIS ordinary share. The number here represents shares of ARRIS disposed of pursuant to the Merger.
- (2) Represents shares held by indirect beneficial ownership.

## Edgar Filing: ARRIS GROUP INC - Form 4

- (3) This restricted stock award grant was previously reported on Table I. After further analysis, it was determined that reporting this holding on Table II more accurately reflected the type and intent of the award grant.

Represents a restricted stock grant that is performance-based and can vest between 0 and 200% of the grant amount based on the

- (4) Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period. Amount shown reflects maximum vesting of the award at the 200% level.

- (5) This restricted stock grant does not have a date of expiration, but will fully vest pursuant to the predetermined vesting schedule.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.