

CommScope Holding Company, Inc.
Form 8-K
January 03, 2019

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): January 2, 2019

COMMSCOPE HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36146
(Commission
File Number)
1100 CommScope Place, SE

27-4332098
(IRS Employer
Identification No.)

Hickory, North Carolina 28602

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

As previously disclosed on November 8, 2018, CommScope Holding Company, Inc. (**CommScope**) and ARRIS International plc, a public limited company organized under the laws of England and Wales (the **Company** or **ARRIS**), entered into a bid conduct agreement (the **Bid Conduct Agreement**), pursuant to which CommScope has agreed to acquire all of the issued and to be issued ordinary shares, £0.01 nominal value per share, of ARRIS for \$31.75 per Ordinary Share pursuant to a court-sanctioned scheme of arrangement (the **Transaction**).

On January 2, 2019, CommScope and ARRIS entered into an amendment to the Bid Conduct Agreement (the **Amendment**), which provides that ARRIS restricted stock units that are issued to ARRIS employees after the date of the Bid Conduct Agreement and which remain outstanding as of immediately prior to the closing of the Transaction will be converted into CommScope restricted stock units at the closing of the Transaction in accordance with the Bid Conduct Agreement. However, CommScope retains the right to consent to any such issuance and retains the discretion to accelerate any restricted stock units so issued.

The foregoing description of the Amendment does not purport to be complete and is subject to, and is qualified in its entirety by, reference to the full text of the Amendment, which is filed herewith as Exhibit 2.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit.	Description.
2.1	<u>First Amendment to Bid Conduct Agreement, dated as of January 2, 2019, between ARRIS International plc and CommScope Holding Company, Inc.</u>

SIGNATURE

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: January 3, 2019

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Frank B. Wyatt, II

Name: Frank B. Wyatt, II

Title: Senior Vice President,

General Counsel and Secretary