

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 May 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Croteau John

2. Issuer Name and Ticker or Trading Symbol
 M/A-COM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 100 CHELMSFORD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

LOWELL, MA 01851
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2015		S ⁽¹⁾		3,000	D	\$ 30.89 (2)
Common Stock	05/05/2015		A		82,500 (3)	A	\$ 0

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

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 (9-02)

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 33.66	05/05/2015		A	100,000	<u>(4)</u> 05/05/2022	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Croteau John 100 CHELMSFORD STREET LOWELL, MA 01851	X		President and CEO	

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

05/05/2015

 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).

- (1) The shares were sold pursuant to a sales plan adopted by the reporting person and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.42 to \$31.32, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) Represents restricted stock units granted to the reporting person under the issuer's 2012 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock. The restricted stock units vest as follows: (i) 15,000 restricted stock units vest in four equal annual installments on May 15, 2016, May 15, 2017, May 15, 2018 and May 15, 2019, and (ii) as few as zero or up to an aggregate of 67,500 restricted stock units (the "Performance RSUs") may vest in three annual installments based on the achievement of certain performance metrics over the next three years, in each case provided that the reporting person remains in continuous service with the issuer through each vesting date.

- (4) The stock option vests upon achievement of certain performance metrics in any four consecutive fiscal quarters completed during the term of the stock option.

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

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