

CommScope Holding Company, Inc.
 Form 424B3
 June 12, 2015
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Filed pursuant to Rule 424(b)(3)

Registration No. 333-202490

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed		Amount of Registration Fee(2)
		Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	
Common stock, \$0.01 par value	23,000,000	\$31.59	\$726,570,000	\$84,428(1)

(1) Estimated pursuant to Rule 457(c). The offering price and registration fee are based on the average of the high and low prices for our common stock on June 9, 2015, as reported on the NASDAQ Global Select Market.

(2) Calculated in accordance with Rule 457(r) and relates to the registration statement on Form S-3 (File No. 333-202490) filed on March 4, 2015.

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Prospectus supplement

(To Prospectus dated March 4, 2015)

20,000,000 shares

CommScope Holding Company, Inc.

Common stock

This prospectus relates to the shares of common stock of CommScope Holding Company, Inc. being sold by an affiliate of The Carlyle Group (Carlyle or the selling stockholder). We will not receive any proceeds from the sale of our common stock by the selling stockholder.

You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our common stock.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE THE RISK FACTORS ON PAGE S-5 OF THIS PROSPECTUS SUPPLEMENT AND PAGE 5 OF THE ACCOMPANYING PROSPECTUS.

Our common stock is listed on the Nasdaq Global Select Market (Nasdaq) under the symbol COMM. On June 10, 2015, the last reported sale price of our common stock on Nasdaq was \$32.415 per share.

The underwriter has agreed to purchase the shares from the selling stockholder at the price of \$30.76 per share, resulting in aggregate proceeds of \$615,200,000.00 to the selling stockholder (or \$707,480,000.00 if the underwriter fully exercises its option to purchase additional shares). The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transactions on the Nasdaq Global Select Market, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. See Underwriting.

The underwriter may also purchase up to an additional 3,000,000 shares from the selling stockholder, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Delivery of the shares of common stock is expected on or about June 16, 2015.

J.P. Morgan

The date of this prospectus supplement is June 10, 2015.

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Prospectus

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You should rely only on the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus prepared by or on behalf of us. We and the selling stockholder have not, and the underwriter has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The selling stockholder is not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus prepared by or on behalf of us is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

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About this prospectus supplement

This document has two parts, a prospectus supplement and an accompanying prospectus dated March 4, 2015. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the SEC), utilizing a shelf registration process. Under this shelf registration process, the selling stockholder named in a prospectus supplement may, from time to time, offer and sell our common stock in one or more offerings or resales.

The accompanying prospectus provides you with a general description of our common stock, which the selling stockholder may offer pursuant to this prospectus supplement. This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of our common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Any statement that we make in the accompanying prospectus will be modified or superseded by any inconsistent statement made by us in this prospectus supplement.

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated by reference, will automatically update and supersede this information. See [Incorporation by Reference](#). You should read both this prospectus supplement and the accompanying prospectus together with additional information described under the heading [Where You Can Find More Information](#) before investing in our common stock.

We are responsible for the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free-writing prospectus we prepare or authorize. Neither we, the underwriter nor the selling stockholder has authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

You should not assume that the information contained in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus is delivered or securities are sold on a later date. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

*Unless otherwise noted in this prospectus supplement, the term [CommScope Holdings](#) means [CommScope Holding Company, Inc.](#) When we refer to [CommScope](#), *we*, *our*, *us* and *the Company* in this prospectus supplement, we mean [CommScope Holdings](#) and its direct and indirect subsidiaries on a consolidated basis, unless otherwise specified.*

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Prospectus supplement summary

This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before investing in our common stock. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, especially the risks of investing in our common stock discussed under Risk Factors.

Company overview

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help companies around the world design, build and manage their wired and wireless networks by providing critical radio frequency (RF) solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions. Demand for our offerings is driven by the rapid growth of data traffic and need for bandwidth from the continued adoption of smartphones, tablets, machine-to-machine communication and the proliferation of data centers, Big Data, cloud-based services and streaming media content. Our solutions are built upon innovative RF technology, service capabilities, technological expertise and intellectual property, including approximately 2,700 patents and patent applications worldwide. We have a team of approximately 13,500 people to serve our customers in over 100 countries through a network of more than 20 world-class manufacturing and distribution facilities strategically located around the globe. Our customers include substantially all of the leading global wireless operators as well as thousands of enterprise customers, including many Fortune 500 enterprises, and leading multi-system operators. We have long-standing, direct relationships with our customers and serve them through a sales force consisting of more than 600 employees and a global network of channel partners. Our offerings for wired and wireless networks enable delivery of high-bandwidth data, video and voice applications. To drive incremental revenue and profit, wireless operators and enterprises around the world are utilizing our solutions to increase bandwidth; manage existing capacity; improve network performance and availability; increase energy efficiency; and simplify technology migration.

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For the year ended December 31, 2014, our revenues were \$3.83 billion and our net income was \$236.8 million. The table below summarizes our offerings, global leadership positions and 2014 revenue:

(1) Excludes inter-segment eliminations.

In January 2011, Carlyle completed the acquisition of CommScope, Inc., our predecessor. Under the terms of the acquisition, CommScope, Inc. became a wholly-owned subsidiary of CommScope Holdings.

CommScope Holding Company, Inc. was incorporated in Delaware on October 22, 2010. Our principal executive offices are located at 1100 CommScope Place, SE, Hickory, NC 28602 and our telephone number is (828) 324-2200. Our internet address is www.commscope.com. The contents of our website are not part of this prospectus.

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The offering

Common stock offered by the selling stockholder 20,000,000 shares

Common stock to be outstanding after this offering 189,409,474 shares(1)

Option to purchase additional shares The selling stockholder has granted the underwriter a 30-day option to purchase up to an additional 3,000,000 shares of our common stock at the public offering price.

Selling stockholder The selling stockholder in this offering is an affiliate of Carlyle. See Selling Stockholder.

Use of Proceeds We will not receive any proceeds from the sale of any shares of our common stock offered by the selling stockholder.

Risk Factors See Risk Factors on page S-5 of this prospectus supplement and other information included in or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the section entitled Risk Factors beginning on page 19 of our annual report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 20, 2015 for a discussion of factors you should carefully consider before deciding to invest in our common stock.

Nasdaq symbol COMM

(1) Based on the number of shares outstanding as of March 31, 2015, which includes 20,000,000 shares to be sold by the selling stockholder (or 23,000,000 shares if the underwriter fully exercises its option to purchase additional shares) and excludes

9,113,274 shares of common stock issuable upon the exercise of options outstanding at a weighted average exercise price of \$7.99 per share;

share units that could, at our option, be settled with 268,827 shares of common stock (assuming a per share price at the time of settlement of \$28.54, which was the closing price of our common stock on March 31, 2015) in lieu of cash to settle \$7.7 million owed by us under outstanding share units as of March 31, 2015;

1,334,581 restricted stock units and 183,842 performance stock units that were outstanding as of March 31, 2015;

and 15,906,081 shares of common stock reserved for issuance under our 2013 Long-Term Incentive Plan as of March 31, 2015.

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Risk factors

Investment in our common stock involves risks. You should carefully consider the risks and uncertainties described in the prospectus and the documents incorporated by reference herein or therein, including risk factors described in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K we file after the date of this prospectus supplement, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended (the Exchange Act). The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

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Special note regarding forward-looking information

This prospectus supplement and any accompanying prospectus include and incorporate forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) which reflect our current views with respect to future events and financial performance. These forward-looking statements are identified by their use of such terms and phrases as intend, goal, estimate, expect, project, projections, plans, anticipate, should, could, designed to, foreseeable future, believe, think, scheduled, outlook, guidance. This list of indicative terms and phrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation:

our dependence on customers capital spending on communication systems;

concentration of sales among a limited number of customers or distributors;

changes in technology;

our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments;

industry competition and the ability to retain customers through product innovation, introduction and marketing;

risks associated with our sales through channel partners;

possible production disruptions due to supplier or contract manufacturer bankruptcy, reorganization or restructuring;

the risk our global manufacturing operations suffer production or shipping delays causing difficulty in meeting customer demands;

the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products;

our ability to maintain effective information management systems and to successfully implement major systems initiatives;

cyber-security incidents, including data security breaches or computer viruses;

product performance issues and associated warranty claims;

significant international operations and the impact of variability in foreign exchange rates;

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our ability to comply with governmental anti-corruption laws and regulations and export and import controls worldwide;

our ability to compete in international markets due to export and import controls to which we may be subject;

the divestiture of one or more product lines;

potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect ability to meet customer demands for products;

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possible future restructuring actions;

possible future impairment charges for fixed or intangible assets, including goodwill;

increased obligations under employee benefit plans;

cost of protecting or defending our intellectual property and defending against third party intellectual property claims;

changes in laws or regulations affecting us or the industries we serve;

costs and challenges of compliance with domestic and foreign environmental laws and the effects of climate change;

changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing;

risks associated with our dependence on a limited number of key suppliers;

our ability to attract and retain qualified key employees;

allegations of health risks from wireless equipment;

availability and adequacy of insurance;

natural or man-made disasters or other disruptions;

income tax rate variability and ability to recover amounts recorded as value-added tax receivables;

labor unrest;

risks associated with future research and development projects;

compliance with regulations related to conflict minerals may impact our ability to obtain inputs for our products or relationships with our customers;

risks associated with the seasonality of our business;

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our substantial indebtedness and ability to maintain compliance with debt covenants;

our ability to incur additional indebtedness;

the ability of our lenders to fund borrowings under their credit commitments;

cash requirements to service our indebtedness;

changes in capital availability or costs, such as changes in interest rates, security ratings and market perceptions of the businesses in which we operate, or the ability to obtain capital on commercially reasonable terms or at all;

global economic conditions and uncertainties and disruption in the capital, credit and commodities markets;

our ability to consummate the proposed acquisition (the Acquisition) of TE Connectivity's Telecom, Enterprise and Wireless businesses (the Business) on a timely basis or at all;

risks associated with antitrust approval of the Acquisition;

our ability to integrate the Business on a timely and cost effective manner;

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our reliance on TE Connectivity for transition services for some period of time after closing of the Acquisition;

risks associated with the significant additional indebtedness we expect to incur to finance the Acquisition;

our ability to realize expected growth opportunities and cost savings from the Acquisition;

any statements of belief and any statements of assumptions underlying any of the foregoing; and

other factors beyond our control.

In addition, important factors included or incorporated in this prospectus supplement and any accompanying prospectus, particularly under the heading **Risk Factors**, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. We do not undertake an obligation to update any forward-looking statements to reflect future events or circumstances.

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Use of proceeds

All shares of our common stock offered by this prospectus supplement will be sold by the selling stockholder. We will not receive any proceeds from the sale of these shares.

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The following table presents information concerning the beneficial ownership of the shares of our common stock by the selling stockholder assuming 189,409,474 shares of common stock were issued and outstanding as of March 31, 2015, which includes 20,000,000 shares to be sold by the selling stockholder in connection with this offering (or 23,000,000 shares if the underwriter fully exercises its option to purchase additional shares).

The information in the table below with respect to the selling stockholder has been obtained from the selling stockholder. When we refer to the selling stockholder in this prospectus supplement, we mean the selling stockholder listed in the table below as offering shares, as well as their respective pledgees, donees, assignees, transferees and successors and others who may hold any of the selling stockholder's interest. The selling stockholder may be deemed to be an underwriter within the meaning of the Securities Act.

Name of selling stockholder	Shares beneficially owned prior to this offering		Shares to be sold in this offering		Excluding exercise of option		Shares beneficially owned after this offering	
	Number	Percent	Excluding	Including	Number	Percent	Number	Percent
			exercise of	exercise of				
Carlyle-CommScope Holdings, L.P.(1)	81,216,970	42.9%	20,000,000	23,000,000	61,216,970	32.3%	58,216,970	30.7%

- (1) Carlyle-CommScope Holdings, L.P. is the record holder of 81,216,970 shares of our common stock. 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 foregoing entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Carlyle-CommScope Holdings, L.P. The principal address of each of the foregoing entities is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

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Material U.S. federal tax considerations for non-U.S. holders

The following discussion is a summary of the material U.S. federal income tax consequences to non-U.S. holders (as defined below) of the purchase, ownership and disposition of our common stock issued pursuant to this offering, but does not purport to be a complete analysis of all potential tax effects. The effects of other U.S. federal tax laws, such as estate and gift tax laws, and any applicable state, local or foreign tax laws are not discussed. This discussion is based on the Internal Revenue Code of 1986, as amended (the Code), Treasury Regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the U.S. Internal Revenue Service (IRS) in effect as of the date of this offering. These authorities may change or be subject to differing interpretations. Any such change may be applied retroactively in a manner that could adversely affect a non-U.S. holder of our common stock. We have not sought and will not seek any rulings from the IRS regarding the matters discussed below. There can be no assurance the IRS or a court will not take a contrary position regarding the tax consequences of the purchase, ownership and disposition of our common stock.

This discussion is limited to non-U.S. holders that hold our common stock as a capital asset within the meaning of Section 1221 of the Code (generally property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a non-U.S. holder's particular circumstances, including the impact of the unearned income Medicare contribution tax. In addition, it does not address consequences relevant to non-U.S. holders subject to particular rules, including, without limitation:

U.S. expatriates and certain former citizens or long-term residents of the United States;

persons subject to the alternative minimum tax;

persons holding our common stock as part of a hedge, straddle or other risk reduction strategy or as part of a conversion transaction or other integrated investment;

banks, insurance companies, and other financial institutions;

real estate investment trusts or regulated investment companies;

brokers, dealers or traders in securities;

controlled foreign corporations, passive foreign investment companies, and corporations that accumulate earnings to avoid U.S. federal income tax;

partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);

tax-exempt organizations or governmental organizations;

persons deemed to sell our common stock under the constructive sale provisions of the Code;

persons who hold or receive our common stock pursuant to the exercise of any employee stock option or otherwise as compensation; and

tax-qualified retirement plans.

If an entity treated as a partnership for U.S. federal income tax purposes holds our common stock, the tax treatment of a partner (or other owner) in such entity will depend on the status of the partner (or other owner), the activities of such entity and certain determinations made at the partner (or owner) level. Accordingly, entities treated as partnerships for U.S. federal income tax purposes that hold our common stock and the partners (or owners) in such entities should consult their tax advisors regarding the U.S. federal income tax consequences to them of purchasing, owning and disposing of our common stock.

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THIS DISCUSSION IS FOR INFORMATION PURPOSES ONLY AND IS NOT INTENDED AS TAX ADVICE. INVESTORS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK ARISING UNDER THE U.S. FEDERAL ESTATE OR GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.

Definition of a non-U.S. holder

For purposes of this discussion, a non-U.S. holder is any beneficial owner of our common stock that is neither a U.S. person nor an entity treated as a partnership for U.S. federal income tax purposes. A U.S. person is any of the following:

an individual who is a citizen or resident of the United States;

a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof, or the District of Columbia;

an estate, the income of which is subject to U.S. federal income tax regardless of its source; or

a trust that (1) is subject to the primary supervision of a U.S. court and the control of one or more United States persons (within the meaning of Section 7701(a)(30) of the Code), or (2) has made a valid election under applicable Treasury Regulations to continue to be treated as a United States person.

Distributions

Cash or other property distributions on our common stock generally will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Amounts not treated as dividends for U.S. federal income tax purposes will constitute a return of capital and first be applied against and reduce a non-U.S. holder's adjusted tax basis in its common stock, but not below zero. Any excess will be treated as capital gain and will be treated as described below in the section relating to the sale or disposition of our common stock.

Subject to the discussion below on effectively connected income, dividends paid to a non-U.S. holder of our common stock will be subject to U.S. federal withholding tax at a rate of 30% of the gross amount of the dividends (or such lower rate specified by an applicable income tax treaty).

Non-U.S. holders will be entitled to a reduction in or an exemption from withholding on dividends as a result of either (a) an applicable income tax treaty or (b) the dividends being received by the non-U.S. Holder in connection with the non-U.S. holder's conduct of a trade or business within the United States. To claim such a reduction in or exemption from withholding, the non-U.S. holder must provide the applicable withholding agent with a properly executed (a) IRS Form W-8BEN or W-8BEN-E claiming an exemption from or reduction of the withholding tax under the benefit of an income tax treaty between the United States and the country in which the non-U.S. holder resides or is established, or (b) IRS Form W-8ECI stating that the dividends are not subject to withholding tax because they are effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States, as may be applicable. These certifications must be provided to the applicable withholding agent prior to the payment of dividends and must be updated periodically. Non-U.S. holders that do not timely provide the applicable withholding agent with the required certification, but that qualify for a reduced rate under an applicable income tax treaty, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

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If dividends paid to a non-U.S. holder are effectively connected with the non-U.S. holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such dividends are attributable), then, although exempt from U.S. federal withholding tax (provided the non-U.S. holder provides appropriate certification, as described above), the non-U.S. holder will be subject to U.S. federal income tax on such dividends on a net income basis at regular graduated rates. In addition, a non-U.S. holder that is a corporation may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on its effectively connected earnings and profits for the taxable year that are attributable to such dividends, as adjusted for certain items. Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

Sale or other taxable disposition

A non-U.S. holder will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

the gain is effectively connected with the non-U.S. holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such gain is attributable);

the non-U.S. holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year of the disposition and certain other requirements are met; or

our common stock constitutes a U.S. real property interest ("USRPI") by reason of our status as a U.S. real property holding corporation (a "USRPHC") for U.S. federal income tax purposes.

Gain described in the first bullet point above will generally be subject to U.S. federal income tax on a net income basis at regular graduated rates. A non-U.S. holder that is a foreign corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) of a portion of its effectively connected earnings and profits for the taxable year, as adjusted for certain items.

A non-U.S. holder described in the second bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on any gain derived from the disposition, which may be offset by certain U.S. source capital losses of the non-U.S. holder (even though the individual is not considered a resident of the United States). Such a non-U.S. holder generally will be required to file a U.S. federal income tax return with respect to such gains and losses.

With respect to the third bullet point above, we believe we are not currently and do not anticipate becoming a USRPHC. Because the determination of whether we are a USRPHC depends on the fair market value of our USRPIs relative to the fair market value of our other business assets and our non-U.S. real property interests, however, there can be no assurance we are not a USRPHC or will not become one in the future. Even if we are or were to become a USRPHC, gain arising from the sale or other taxable disposition by a non-U.S. holder of our common stock will not be subject to U.S. federal income tax if such class of stock is regularly traded, as defined by applicable Treasury Regulations, on an established securities market, and such non-U.S. holder owned, actually or constructively, 5% or less of such class of our stock throughout the shorter of the five-year period ending on the date of the sale or other disposition or the non-U.S. holder's holding period for such stock.

Non-U.S. holders should consult their tax advisors regarding potentially applicable income tax treaties that may provide for different rules.

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Information reporting and backup withholding

A non-U.S. holder will not be subject to backup withholding with respect to payments of dividends on our common stock, provided the applicable withholding agent does not have actual knowledge or reason to know such holder is a United States person and the holder certifies its non-U.S. status, such as by providing a valid IRS Form W-8BEN, W-8BEN-E or W-8ECI, or other applicable certification.

However, information returns will be filed with the IRS in connection with any dividends on our common stock paid to the non-U.S. holder, regardless of whether any tax was actually withheld. Copies of these information returns may also be made available under the provisions of a specific treaty or agreement to the tax authorities of the country in which the non-U.S. holder resides or is established.

Information reporting and backup withholding may apply to the proceeds of a sale of our common stock within the United States, and information reporting may (although backup withholding generally will not) apply to the proceeds of a sale of our common stock outside the United States conducted through certain U.S.-related financial intermediaries, in each case, unless the non-U.S. holder certifies under penalty of perjury that it is a non-U.S. holder on IRS Form W-8BEN, W-8BEN-E or other applicable form (and the payor does not have actual knowledge or reason to know that such holder is a United States person) or such holder otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

Additional withholding tax on payments made to foreign accounts

Withholding taxes may be imposed under the Code provisions commonly known as the Foreign Account Tax Compliance Act (FATCA) on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on dividends on, or gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution or a non-financial foreign entity (each as defined in the Code), unless (1) the foreign financial institution undertakes certain diligence and reporting obligations, (2) the non-financial foreign entity either certifies it does not have any substantial United States owners (as defined in the Code) or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in (1) above, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain specified United States persons or United States owned foreign entities (each as defined in the Code), annually report certain information about such accounts, and withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Non-U.S. governments have entered into intergovernmental agreements with the United States (and additional non-U.S. governments are expected to enter into such agreements) to implement FATCA in a manner that alters the rules described herein.

Withholding under FATCA generally will apply to payments of dividends on our common stock regardless of when they are made. However, under the applicable Treasury Regulations, withholding under FATCA generally will only apply to payments of gross proceeds from the sale or other disposition (including for this purpose a distribution that is not treated as a dividend) of such stock on or after January 1, 2017. If a dividend payment is both subject to withholding under FATCA and subject to the withholding tax discussed above under Distributions, the withholding under FATCA may be credited against such other withholding tax.

Prospective investors should consult their tax advisors regarding the potential application of withholding under FATCA to their investment in our common stock.

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Underwriting

J.P. Morgan Securities LLC is acting as the underwriter of the offering. Subject to the terms and conditions set forth in an underwriting agreement among us, the selling stockholder and the underwriter, the selling stockholder has agreed to sell to the underwriter, and the underwriter has agreed to purchase from the selling stockholder, 20,000,000 shares of common stock.

Subject to the terms and conditions set forth in the underwriting agreement, the underwriter has agreed to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased.

We and the selling stockholder have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriter may be required to make in respect of those liabilities.

The underwriter is offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriter of officers' certificates and legal opinions. The underwriter reserves the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transaction on the Nasdaq Global Select Market, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

The expenses of the offering, including expenses incurred by the selling stockholder but not including the underwriting discount, are estimated at \$750,000 and are payable by us. We have also agreed to reimburse the underwriter for certain of its expenses in connection with this offering including its expenses, if any, relating to any required reviews by FINRA in an amount up to \$20,000.

The selling stockholder has granted an option to the underwriter to purchase up to 3,000,000 additional shares at the public offering price, less the underwriting discount. The underwriter may exercise this option for 30 days from the date of this prospectus supplement. If the underwriter exercises this option, it will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to the underwriter's initial amount reflected in the above table.

We, our directors, certain of our executive officers and the selling stockholder have agreed, subject to certain exceptions (including with respect to securities issued in connection with an acquisition, joint venture, commercial relationship or strategic transaction up to 10% of the number of shares of common stock outstanding upon closing of this offering and provided the recipient enters into a lock-up agreement), not to sell or transfer any common stock or securities convertible into, exchangeable for, exercisable for or repayable with common stock, for 45 days after the date of this prospectus supplement without first obtaining the written consent of the underwriter. Specifically, we and these other persons have agreed, with certain limited exceptions, not to directly or indirectly:

offer, pledge, sell or contract to sell any common stock;

sell any option or contract to purchase any common stock;

purchase any option or contract to sell any common stock;

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grant any option, right or warrant for the sale of any common stock;

lend or otherwise dispose of or transfer any common stock;

request or demand that we file a registration statement related to the common stock; or

enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. In the event that the underwriter is unable to publish or distribute research reports on us pursuant to Rule 139 under the Securities Act, and either (x) during the last 17 days of the lock-up period referred to above, we issue an earnings release or material news or a material event relating to us occurs or (y) prior to the expiration of the lock-up period, we announce that we will release earnings results or become aware that material news or a material event will occur during the 16-day period beginning on the last day of the lock-up period, we have agreed to extend the restrictions described above until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

The shares of common stock are listed on Nasdaq under the symbol COMM.

In connection with this offering, underwriter may engage in passive market making transactions in the common stock on the Nasdaq Global Market in accordance with Rule 103 of Regulation M under the Exchange Act during a period before the commencement of offers or sales of common stock and extending through the completion of distribution. A passive market maker must display its bid at a price not in excess of the highest independent bid of that security. However, if all independent bids are lowered below the passive market maker's bid, that bid must then be lowered when specified purchase limits are exceeded. Passive market making may cause the price of our common stock to be higher than the price that otherwise would exist in the open market in the absence of those transactions. The underwriter and dealers are not required to engage in passive market making and may end passive market making activities at any time.

Until the distribution of the shares is completed, SEC rules may limit the underwriter from bidding for and purchasing our common stock. However, the underwriter may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with the offering, the underwriter may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriter of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriter's option described above. The underwriter may close out any covered short position by either exercising its option or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which it may purchase shares through the option. Naked short sales are sales in excess of the option. The underwriter must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of v