

MACOM Technology Solutions Holdings, Inc.
 Form 4
 November 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Dennehy Robert

2. Issuer Name and Ticker or Trading Symbol
MACOM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Operations

C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS, 100 CHELMSFORD STREET

(Street)

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

LOWELL, MA 01851

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/09/2016 | | A | 3,890 (1) A \$ 0 | 50,539 (2) | D | |
| Common Stock | 11/09/2016 | | A | 6,961 (3) A \$ 0 | 57,500 | D | |
| Common Stock | 11/09/2016 | | A | 6,845 (4) A \$ 0 | 64,345 | D | |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 40.25 | 11/09/2016 | | A | 25,000 | (5) 11/08/2023 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dennehy Robert
C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS
100 CHELMSFORD STREET
LOWELL, MA 01851

SVP, Global Operations

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

11/14/2016

**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).

(1) 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 in four equal annual installments on May 15, 2018, May 15, 2019, May 15, 2020 and May 15, 2021, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date.

(2) The reported ownership includes 779 shares acquired under the Issuer's Employee Stock Purchase Plan in May 2016.

(3) Represents performance-based restricted stock units ("PRSU's") granted on April 22, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2016. These PRSU's will settle in shares of Common Stock on May 15, 2017, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

(4)

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Represents performance-based restricted stock units ("PRsUs") granted on November 13, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2016. These PRsUs will settle in shares of Common Stock on May 15, 2017, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

- (5) The stock option vests in full upon achievement of a 30-day trailing average stock price based performance metric 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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