

M/A-COM Technology Solutions Holdings, Inc.

Form 3

August 11, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 * Kennedy John Francis (Last) (First) (Middle) 100 CHELMSFORD STREET (Street) LOWELL, MA 01851 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2014	3. Issuer Name and Ticker or Trading Symbol M/A-COM Technology Solutions Holdings, Inc. [MTSI]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,945 ⁽¹⁾	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy John Francis 100 CHELMSFORD STREET LOWELL, MA 01851	Â	Â	Â SVP	Â

Signatures

/s/ Clay Simpson,
Attorney-in-Fact

08/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 157 shares of restricted stock which vest on November 16, 2014, (ii) 1,563 shares of restricted stock which vest on June 1, 2015, (iii) 2,751 restricted stock units ("RSUs") which vest as to 1,987 RSUs on May 15, 2015 and 764 RSUs on May 15, 2016, (iv) 10,415 RSUs which vest in three equal annual installments on May 15, 2015, May 15, 2016 and May 15, 2017, and (v) 12,059 RSUs which vest in four equal annual installments on May 15, 2015, May 15, 2016, May 15, 2017 and May 15, 2018, provided that in each case the reporting person remains in continuous service with the issuer through each vesting date. Each RSU represents the contingent right to receive one share of the issuer's common stock.

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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