

CommScope Holding Company, Inc.

Form S-1/A

September 04, 2013

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As filed with the Securities and Exchange Commission on September 4, 2013

Registration No. 333-190354

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**  
**TO**  
**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**COMMSCOPE HOLDING COMPANY, INC.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>3663</b> (Primary Standard Industrial Classification Code Number) 1100 CommScope Place, SE Hickory, NC 28602 (828) 324-2200	<b>27-4332098</b> (I.R.S. Employer Identification No.)
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(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

**Frank B. Wyatt, II**  
Senior Vice President, General Counsel and Secretary

**CommScope Holding Company, Inc.**

**1100 CommScope Place, SE**

**Hickory, NC 28602**

**(828) 324-2200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this preliminary prospectus is not complete and may be changed. We and the selling stockholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion**

**Preliminary Prospectus dated September 4, 2013**

**PROSPECTUS**

**Shares**

**CommScope Holding Company, Inc.**

**Common Stock**

This is CommScope Holding Company, Inc.'s initial public offering. We are selling \_\_\_\_\_ shares of our common stock in this offering. The selling stockholder named in this prospectus, an affiliate of The Carlyle Group, or Carlyle, is offering \_\_\_\_\_ shares of our common stock in this offering.

We expect the public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share. Currently, no public market exists for our common stock. We will apply for listing of our common stock on the \_\_\_\_\_ under the symbol COMM .

**Investing in the common stock involves risks that are described in the Risk Factors section beginning on page 17 of this prospectus.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discount (1)	\$	\$
Proceeds, before expenses, to us	\$	\$
Proceeds, before expenses, to the selling stockholder	\$	\$

(1) We have agreed to reimburse the underwriters for certain expenses in connection with this offering. See Underwriting.

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The underwriters may also purchase up to an additional \_\_\_\_\_ shares from us and up to an additional \_\_\_\_\_ shares from the selling stockholder, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus. We will not receive any of the proceeds from the sale of shares by the selling stockholder in this offering, including from any exercise by the underwriters of their option to purchase additional shares.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The shares will be ready for delivery on or about \_\_\_\_\_, 2013.

**J.P. Morgan**

**Barclays**

**Morgan Stanley**

**Deutsche Bank Securities**

**Credit Suisse**

**RBC Capital Markets**

The date of this prospectus is \_\_\_\_\_, 2013.

**Goldman, Sachs & Co.**

**BofA Merrill Lynch**

**Jefferies**

**Wells Fargo Securities**

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We are responsible for the information contained in this prospectus and in any related free-writing prospectus we prepare or authorize. We and the selling stockholder have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. We and the selling stockholder are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information in this document may only be accurate on the date of this document, regardless of its time of delivery or of any sales of shares of our common stock. Our business, financial condition, results of operations or cash flows may have changed since such date.

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**MARKET AND INDUSTRY DATA**

This prospectus includes estimates regarding market and industry data and forecasts, which are based on publicly available information, industry publications and surveys, reports from government agencies, reports by market research firms and our own estimates based on our management's knowledge of and experience in the market sectors in which we compete. The Gartner report described herein represents data, research, opinions or viewpoints published, as part of a syndicated subscription service, by Gartner, Inc. and are not representations of fact. Each Gartner report speaks as of its original publication date (and not as of the date of this prospectus) and the opinions expressed in such report are subject to change without notice.

**TRADEMARKS**

We own or otherwise have rights to the trademarks, copyrights and service marks, including those mentioned in this prospectus, used in conjunction with the marketing and sale of our products and services. This prospectus includes trademarks, such as CommScope, Andrew, SYSTIMAX and Uniprise, which are protected under applicable intellectual property laws and are our property and/or the property of our subsidiaries. This prospectus also contains trademarks, service marks, copyrights and trade names of other companies, which are the property of their respective owners. We do not intend our use or display of other companies' trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Solely for convenience, our trademarks and tradenames referred to in this prospectus may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and tradenames.



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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. You should read this entire prospectus and should consider, among other things, the matters set forth under Risk Factors, Selected Historical Financial Information and Management's Discussion and Analysis of Financial Condition and Results of Operations, and our financial statements and related notes thereto appearing elsewhere in this prospectus before making your investment decision.*

*On January 14, 2011, CommScope Holding Company, Inc. acquired the equity of CommScope, Inc. through the merger of Cedar I Merger Sub, Inc. with and into CommScope, Inc., which is referred to herein as the Acquisition. We refer to the Acquisition and the financing thereof as the Acquisition Transactions. CommScope, Inc., a Delaware corporation, is a direct wholly owned subsidiary of CommScope Holding Company, Inc., or CommScope Holdings, a Delaware corporation. References herein to the Company, we, us, our and our company refer to (i) CommScope, Inc. and its consolidated subsidiaries prior to the Acquisition and (ii) CommScope Holding Company, Inc. and its consolidated subsidiaries following the Acquisition. References herein to the LTM Period refer to our unaudited results for the twelve months ended June 30, 2013. See Summary Historical Audited and Unaudited Consolidated Financial Information. References herein to the financial measures Adjusted Operating Income, Adjusted Net Income, Adjusted EBITDA and Adjusted EPS refer to financial measures that do not comply with generally accepted accounting principles in the United States, or U.S. GAAP. For information about how we calculate Adjusted Operating Income, Adjusted Net Income, Adjusted EBITDA and Adjusted EPS, see Note 6 to the table under the heading Summary Historical Audited and Unaudited Consolidated Financial Information.*

**Our Business**

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help our customers solve communications challenges by providing critical radio frequency, or RF, solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions. Demand for our offerings is driven by rapid growth of data traffic 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 12,500 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.

The following table sets forth our solutions, key products and services and global leadership positions across our Wireless, Enterprise and Broadband segments.

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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 cable television providers or multi-system operators, or MSOs, which we serve both directly and indirectly. Major customers and distributors include companies such as Anixter International Inc., or Anixter, AT&T Inc., Ooredoo, Verizon Communications Inc., Ericsson Inc., Alcatel-Lucent SA, Graybar Electric Company Inc., Comcast Corporation, T-Mobile US, Inc. and Huawei Technologies Co., Ltd.

Our market leadership, as well as our diversified customer base, market exposure and product and geographic mix, provide a strong and resilient business model with strong cash flow generation. In 2012, we generated net sales of \$3,322 million, net income of \$5 million, Adjusted Operating Income of \$501 million and Adjusted Net Income of \$185 million. During the LTM Period, we generated net sales of \$3,488 million, net income of \$34 million, Adjusted Operating Income of \$606 million and Adjusted Net Income of \$264 million. During the LTM Period, our net sales were 56% from North America, 20% from the Europe, Middle East and Africa, or EMEA, region, 16% from the Asia and Pacific, or APAC, region and 8% from the Central and Latin America, or CALA, region.

### **Our History of Value Creation**

Since the Acquisition by Carlyle, we have successfully implemented several value creation initiatives that have helped us grow our Adjusted Operating Income by 52% from \$399 million in 2010 to \$606 million for the LTM Period and our Adjusted Operating Income margins from 13% of net sales in 2010 to 17% during the LTM Period. We have focused on the following value creation initiatives:

accelerating our focus on selling solutions versus individual components to increase our relevance to customers and improve margins;

executing strategic acquisitions to enhance our future growth prospects;

optimizing our portfolio of products and solutions;

further strengthening our sales channels and expanding our sales efforts in India and China to position our company for future growth; and

investing in research and development, or R&D, investments to strengthen our competitive position and drive growth.

As of June 30, 2013, we had \$3.0 billion of outstanding indebtedness on a consolidated basis, including approximately \$2.48 billion attributable to the Acquisition Transactions and approximately \$550 million attributable to dividend payments made since the Acquisition Transactions. Despite the incurrence of additional indebtedness, our net leverage ratio at June 30, 2013 was lower than it was immediately following the Acquisition Transactions. See Certain Relationships and Related Party Transactions Dividends.

### **Product Summary**

Our product and solution offerings include:

*Cell site solutions:* Our cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, power, filters and backup power solutions, including fuel cells.

*Small cell DAS solutions:* Our small cell distributed antenna systems, or DAS, solutions are primarily composed of distributed antenna systems that allow wireless operators to increase spectral efficiency, thereby extending and enhancing cellular coverage and capacity in challenging network conditions.

*Intelligent enterprise infrastructure solutions:* Our Enterprise solutions include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and

network design services.

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*Data center solutions:* We have complemented our leading physical layer solution offerings with the addition of iTRACS, LLC, or iTRACS, a leading provider of data center infrastructure management, or DCIM, software, which provides unique network intelligence capabilities.

*Broadband MSO solutions:* We provide a broad portfolio of cable solutions including fiber-to-the-home equipment and headend solutions for MSOs.

### **Industry Background**

We participate in the large and growing global market for connectivity and essential communications infrastructure. This market is being driven by the growth in bandwidth demand associated with 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.

#### ***Carrier Investments in 4G Wireless Infrastructure***

Wireless operators have started deploying LTE globally and are making the necessary wireless infrastructure investments to accommodate the growing demand for next-generation mobile communication services. A June 2013 Gartner, Inc. report estimates that next-generation LTE mobile infrastructure spending was \$5.9 billion in 2012 and is forecasted to reach \$28.4 billion by 2016, a compound annual growth rate, or CAGR, of 48%.

#### ***Small Cell Distributed Antenna Systems Enhance and Expand Wireless Coverage and Capacity***

The traditional macro cell network requires mobile users to connect directly to macro cell base stations. Macro cells are primarily designed to provide coverage over wide areas and typically transmit powerful signals; however, they have high site acquisition costs. Additionally, they are not optimal for dense urban areas where physical structures often create coverage gaps and capacity is frequently constrained. Adding new macro cells has been the traditional way to increase mobile capacity and will continue as the solution of choice in many areas, but in certain high-density locations, macro cells are close to their interference limits and either need to be sectored or augmented by cells closer to the ground. Small cell DAS solutions address these challenges encountered in dense urban areas and complement existing macro cell sites by cost-effectively extending coverage and increasing capacity.

A 2012 Cisco Systems, Inc. report estimated that close to 80% of mobile data usage worldwide is indoors and nomadic. As a result, wireless operators view in-building coverage as a critical component of their network deployment strategies. Key challenges for wireless operators in providing in-building cellular coverage are signal loss while penetrating building structures and interference created by mobile devices while connected to macro cell sites from inside a building. In-building DAS solutions bring the antenna significantly closer to the user, which results in increased capacity, better coverage and reduced interference. Additionally, in-building DAS provides field-proven, seamless signal handover for a user between indoor and outdoor zones that can support multi-operator, multi-frequency and multi-protocol (2G, 3G, 4G) applications, making it the most effective small cell solution. The benefits of small cell DAS have become increasingly important with the trend towards BYOD (Bring Your Own Device) in the enterprise market.

Small cell DAS solutions also address outdoor capacity issues in urban areas. Industry sources have estimated that at peak usage 50% of mobile data is carried by only 15% of the macro cell sites creating significant stress on mobile network capacity. This urban network capacity issue can be solved by deploying small cell DAS solutions to create small coverage areas that enable re-use of spectrum. Re-use of spectrum allows wireless operators to optimize capacity of existing licensed spectrum by significantly increasing repeated usage of the same frequencies within a defined coverage area.

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### ***Growth in Data Center Spending***

Organizations are increasingly investing in data centers to meet the increase in demand for computing power and improved network performance. In 2013, Gartner, Inc. reported that spending on enterprise and large data centers is estimated to grow from \$64 billion in 2012 to \$85 billion in 2016, representing a CAGR of 7%. An increase in average data center size and the number of assets in a data center significantly raises the total cost of ownership and the complexity of managing data center infrastructure. Data center operators strive to manage their resources efficiently by monitoring all elements within the data center. DCIM software helps operators improve operational efficiency, maximize capability and reduce costs by providing clear insight into cooling capacity, power usage, utilization, applications and overall performance. According to a 2012 IDC report, the global DCIM market is estimated to grow from \$335 million in 2012 to \$690 million in 2016, representing a CAGR of 20%.

### ***Transition to Intelligent Buildings***

Business enterprises are managing the proliferation of wireless devices, the impact of cloud computing and emergence of wireless and wired business applications. This increasing complexity creates the need for infrastructure to support growing bandwidth requirements, in-building cellular coverage and capacity and software that monitors the physical layer. These enterprises are also investing in common communications and building automation systems to enhance energy efficiency, improve productivity and increase comfort. These intelligent building infrastructure solutions often include integrated network software, small cell DAS and advanced LED lighting controls and sensor networks.

## **Our Segments**

We serve our customers through three operating segments: Wireless, Enterprise and Broadband. The graphs below reflect the percentage of our net sales and Adjusted Operating Income that is attributable to each of our operating segments during the LTM Period.

### ***Wireless***

We are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions. As used in this prospectus, the merchant RF wireless network connectivity solutions and small cell distributed antenna systems solutions market refers to the market for transmission hardware and equipment used in wireless networks (generally referred to as the physical layer) and includes cables, connectors, base station and microwave antennas, amplifiers, filters and other physical-layer equipment. It does not include radios or core radio access networks and related software. Our solutions, marketed primarily under the Andrew Corporation, or Andrew, brand, enable wireless operators to deploy both macro cell sites and small cell DAS solutions to meet 2G, 3G and 4G cellular coverage and capacity requirements. Our macro cell site solutions can be found at wireless tower sites and on rooftops and include base station antennas, microwave antennas, hybrid fiber-feeder and power cables, coaxial cables, connectors, amplifiers, filters and backup power solutions, including fuel cells. Our small cell DAS solutions are primarily comprised of distributed antenna systems that allow wireless operators to increase spectral efficiency and thereby extend and enhance cellular coverage and capacity in challenging network conditions such as commercial buildings, urban areas, stadiums and transportation systems.

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### ***Enterprise***

We are the global leader in enterprise connectivity solutions for data centers and commercial buildings. We provide voice, video, data and converged solutions that support mission-critical, high-bandwidth applications, including storage area networks, streaming media, data backhaul, cloud applications and grid computing. These comprehensive solutions include optical fiber and twisted pair structured cable solutions, intelligent infrastructure software, network rack and cabinet enclosures, intelligent building sensors, advanced LED lighting control systems and network design services.

We have complemented our leading physical layer offerings with the addition of iTRACS, LLC. We also recently acquired Redwood Systems, Inc., or Redwood Systems, a provider of advanced LED lighting control and high-density sensor solutions, which complements our in-building cellular and intelligent building solutions.

### ***Broadband***

We are a global leader in providing cable and communications products that support the multichannel video, voice and high-speed data services provided by MSOs. We believe we are the leading global manufacturer of coaxial cable for Hybrid Fiber Coaxial, or HFC, networks and a leading supplier of fiber optic cable for North American MSOs.

## **Competitive Strengths**

We believe the following competitive strengths have been instrumental to our success and position us well for future growth and strong financial performance.

### ***Global Market Leadership Position***

We are a global leader in connectivity and essential infrastructure solutions for communications networks, and we believe we hold leading market positions across our segments:

*Wireless:* #1 in merchant RF wireless network connectivity solutions and small cell DAS solutions;

*Enterprise:* #1 in enterprise connectivity solutions for data centers and commercial buildings; and

*Broadband:* #1 in cables for HFC networks.

### ***Global Scale and Manufacturing Footprint***

Our global manufacturing footprint and 600-person direct sales force give us significant scale within our addressable market. We believe our scale and stability make us an attractive strategic partner to our large global customers.

Our manufacturing and distribution facilities are strategically located to optimize service levels and product delivery times. We also utilize lower-cost geographies for high labor content products and largely automated plants in higher-cost regions. Currently, more than half of our manufacturing employees are located in lower-cost geographies such as China, Mexico, India and the Czech Republic. Our dynamic manufacturing and distribution organization allows us to:

flex our capacity to meet market demand and expand our market position;

provide high customer service levels due to proximity to the customer; and

effectively integrate acquisitions and capitalize on related synergies.

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### ***Differentiated Solutions Supported by Ongoing Innovation and Significant Proprietary IP***

Our integrated solutions for wireless, enterprise and broadband networks are differentiated in the marketplace and are a significant global competitive advantage. We have invested more than \$100 million in research and development in each of the last five years. We have also added IP and innovation through acquisitions, such as Argus, which enhanced our next-generation base station antenna technology. We provide the following benefits as a result of our superior technology:

integrated solutions;

strong design capabilities and technology know-how; and

significant proprietary IP.

### ***Established Sales Channels and Customer Relationships***

We serve customers in over 100 countries and have become a trusted advisor to many of them through our industry expertise, quality, technology and long-term relationships. Our direct sales force and channel partner relationships give us extensive reach and distribution capabilities to customers globally.

### ***Proven Management Team with Record of Operational Excellence and Successful M&A Integration***

We have a strong track record of organically growing market share, establishing leadership positions in new markets, managing cash flows, delivering profitable growth across multiple economic cycles and integrating large and small acquisitions. Our senior management team has an average of more than 25 years of experience in connectivity solutions for the communications infrastructure industry. We have a history of strong operating cash flow and have generated approximately \$1.5 billion in operating cash flow over the last five fiscal years.

## **Our Vision and Strategy**

Our vision is that customers engage us first, trusting us to solve their communication challenges, optimize their business and help them achieve success. We enable communication through a constant focus on innovation, agility and integrity. We drive innovation in networks and technologies with high-performance, high-quality solutions. We help our customers solve business challenges and adapt to change quickly. We operate with integrity to deliver strategic growth opportunities for our customers, value to our shareholders and a thriving, collaborative culture for our diverse employee base.

We believe we are at the core of key secular growth trends in the markets we serve. It is our strategy to capitalize on these opportunities and to:

### ***Continue Product Innovation***

We plan to build on our legacy of innovation and on our worldwide portfolio of patents and patent applications by continuing to invest in research and development.

### ***Enhance Sales Growth***

We expect to capitalize on our scale, market position and broad offerings to generate growth opportunities by:

offering existing products and solutions into new geographies;



cross-selling our offerings into new markets;

continuing to drive solutions offerings; and

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making strategic acquisitions.

### ***Continue to Enhance Operational Efficiency and Cash Flow Generation***

We continuously pursue opportunities to optimize our resources and reduce manufacturing costs by executing strategic initiatives aimed at improving our operating performance and lowering our cost structure.

### **Risks Related to Our Business**

Investing in our common stock involves substantial risk. You should carefully consider all of the information in this prospectus prior to investing in our common stock. There are several risks related to our business that are described under **Risk Factors** elsewhere in this prospectus. Among these important risks are the following:

capital spending cycles of our customers;

risks related to our substantial indebtedness;

our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments and changing customer needs;

our participation in markets that are competitive;

general economic and industry conditions;

the concentration of our net sales in our top customers and the loss of any one of these;

our ability to realize benefits from acquisitions;

our ability to maintain cost controls;

Carlyle's ability to control our common stock; and

other risks and uncertainties, including those listed under the caption **Risk Factors**.

### **Our Anticipated Corporate Structure After the Offering**

(1) Issuer of CommScope Holdings' 6.625% / 7.375% Senior PIK Toggle Notes due 2020, or the 2020 Notes. As of June 30, 2013, we had \$550.0 million in aggregate principal amount of the 2020 Notes outstanding. CommScope



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- Holdings guarantees CommScope, Inc.'s \$1.4 billion senior secured credit facilities, or our senior secured credit facilities, but not CommScope, Inc.'s \$1.5 billion 8.25% Senior Notes due 2019, or the 2019 Notes.
- (2) CommScope, Inc. is the borrower under our senior secured credit facilities consisting of (a) a \$1,000.0 million senior secured first lien term loan facility maturing January 2018, or our term loan facility, and (b) a \$400.0 million senior secured asset-based revolving credit facility maturing January 2017, or our revolving credit facility. As of June 30, 2013, there were \$977.5 million of outstanding borrowings under the term loan facility. As of June 30, 2013, there were no outstanding borrowings under our revolving credit facility and \$58.5 million of outstanding letters of credit. As of June 30, 2013, we had \$302.1 million of availability under our revolving credit facility, which borrowing capacity depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders' discretionary ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally increase borrowing availability. CommScope, Inc. is also the issuer of the 2019 Notes. As of June 30, 2013, the aggregate principal amount outstanding of the 2019 Notes was \$1,500.0 million. It is expected that a portion of the proceeds of this offering will be used to redeem a portion of the 2019 Notes. See Use of Proceeds and Capitalization.

**Our Principal Stockholder**

Our principal stockholder is Carlyle-CommScope Holdings, L.P., an entity controlled by Carlyle.

Founded in 1987, Carlyle is a global alternative asset manager and one of the world's largest global private equity firms with approximately \$176 billion of assets under management across 114 funds and 76 fund of funds vehicles as of March 31, 2013. Carlyle invests across four segments Corporate Private Equity, Real Assets, Global Market Strategies and Solutions in Africa, Asia, Australia, Europe, the Middle East, North America and South America. Carlyle has expertise in various industries, including aerospace, defense & government services, consumer & retail, energy, financial services, healthcare, industrials & transportation, technology & business services and telecommunications & media. Carlyle employs more than 1,400 employees, including more than 650 investment professionals, in 34 offices across six continents.

Carlyle is one of the leading private equity investors in the technology, business services and communications sectors, having completed more than 170 total transactions representing approximately \$13 billion in gross equity invested since inception. Relevant current and former investments include SS&C Technologies (a leading provider of highly specialized proprietary software and software-enabled outsourcing solutions for the financial services industry), OpenLink Financial (a leading provider of cross-asset trading, risk management and related portfolio management software solutions for the commodity, energy and financial services markets globally), Insight Communications Company (previously the ninth largest cable operator in the United States), Syniverse Technologies (leading provider of technology and business services to mobile telecommunications industry) and Com Hem (the largest cable television operator in Sweden). Carlyle's industry expertise and global resources will continue to support the on-going growth initiatives already underway at CommScope.

**Company Information**

CommScope Holding Company, Inc. was incorporated in Delaware on October 22, 2010. Our principal executive offices are located at 1100 CommScope Place, SE, Hickory, North Carolina 28602, our telephone number is (828) 324-2200, and our website is [www.commscope.com](http://www.commscope.com). Information on, or accessible through, our website is not part of this prospectus, nor is such content incorporated by reference herein.

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**The Offering**

Common stock offered by us	shares
Common stock offered by the selling stockholder	shares
Selling stockholder	The selling stockholder in this offering is Carlyle. See Principal and Selling Stockholders.
Common stock outstanding after this offering	shares
Option to purchase additional shares	We and the selling stockholder have granted the underwriters a 30-day option from the date of this prospectus to purchase up to an additional _____ and _____ shares of our common stock, respectively, at the initial public offering price, less underwriting discounts and commissions.
Use of proceeds	We estimate the proceeds to us from this offering will be approximately \$ _____ million, based on an assumed public offering price of \$ _____ per share, which is the midpoint of the range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We will not receive any proceeds from the sale of shares by the selling stockholder in this offering, including from any exercise by the underwriters of their option to purchase additional shares. We intend to use the net proceeds from this offering to redeem a portion of the 2019 Notes, to pay related fees, expenses and premiums and the remainder for general corporate purposes. See Use of Proceeds for additional information.
Proposed stock exchange symbol	COMM
Risk factors	See Risk Factors beginning on page 18 of this prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.
The number of shares of our common stock to be outstanding after completion of this offering is based on shares outstanding as of 2013, which includes _____ shares to be sold by the selling stockholder and excludes:	
_____ shares of common stock issuable upon the exercise of options outstanding at a weighted average exercise price of \$ _____ per share; and	
_____ shares of common stock reserved for issuance under our 2013 Incentive Plan, or the 2013 Plan, which we plan to adopt in connection with this offering.	
Unless we specifically state otherwise, all information in this prospectus assumes:	

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no exercise of the option to purchase additional shares by the underwriters;

an initial offering price of \$                      per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus;

the filing of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws immediately prior to the closing of this offering; and

the completion of a -for- split of our common stock in connection with the filing of our amended and restated certificate of incorporation.

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**Summary Historical Audited and Unaudited Consolidated Financial Information**

The following table sets forth our summary historical audited and unaudited consolidated financial information for the periods and dates indicated. The balance sheet data as of December 31, 2012 and 2011 and the statements of operations and cash flow data for the years ended December 31, 2012, 2011 and 2010 have been derived from the audited consolidated financial statements of our business included elsewhere in this prospectus. The balance sheet data as of December 31, 2010 has been derived from the audited consolidated financial statements of our business not included in this prospectus. The balance sheet data as of June 30, 2013 and the statements of operations and cash flow data for the six-month periods ended June 30, 2013 and 2012, have been derived from the unaudited interim consolidated financial statements of our business included elsewhere in this prospectus. The balance sheet data as of June 30, 2012 has been derived from the unaudited consolidated financial statements of our business not included in this prospectus. The unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of our management, include all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the information set forth herein. Interim financial results are not necessarily indicative of results that may be expected for the full fiscal year or any future reporting period.

On January 14, 2011, funds affiliated with Carlyle completed the Acquisition. Under the terms of the Acquisition, CommScope, Inc. became a wholly owned subsidiary of CommScope Holding Company, Inc. As a result of the application of acquisition accounting, the assets and liabilities of CommScope, Inc. were adjusted to their estimated fair values as of the closing date of the Acquisition. Accordingly, elsewhere in this prospectus, financial information is presented separately for Predecessor and Successor accounting periods, which relate to the accounting periods preceding and succeeding the completion of the Acquisition. See [Selected Historical Financial Information](#) and our financial statements and related notes thereto included elsewhere in this prospectus.

We have presented the combined financial data for the period from January 1 to December 31, 2011 by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011. The combined financial data for this period do not comply with U.S. GAAP and are not intended to represent what our operating results would have been if the Acquisition Transactions had occurred at the beginning of the period because the periods combined are under two different bases of accounting as a result of the Acquisition. However, we have presented this combined data because we believe it is useful for our investors for the purposes of comparing our results of operations and cash flow data from period to period.

We have also presented summary unaudited consolidated financial data for the twelve-month period ended June 30, 2013, which does not comply with U.S. GAAP (this period is referred to elsewhere in this prospectus as the LTM Period). This data has been calculated by subtracting the unaudited statements of operations and cash flow data for the six-month period ended June 30, 2012 from the audited statements of operations and cash flow data for the year ended December 31, 2012 and then adding the unaudited statements of operations and cash flow data for the six-month period ended June 30, 2013 included elsewhere in this prospectus. We have presented this financial data because we believe it provides our investors with useful information to assess our recent performance.

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(dollars and shares in thousands, except per share data)	Year ended December 31,			Six months ended June 30,		Twelve months ended June 30,
	2010	2011(1)	2012	2012	2013	2013
<b>Statement of operations data:</b>						
Net sales	\$ 3,188,916	\$ 3,275,462	\$ 3,321,885	\$ 1,579,655	\$ 1,745,548	\$ 3,487,778
Operating costs and expenses:						
Cost of sales	2,251,707	2,445,110	2,261,204	1,099,181	1,146,650	2,308,673
Selling, general and administrative	449,875	581,474	461,149	222,845	232,393	470,697
Research and development	119,698	118,181	121,718	57,848	63,796	127,666
Amortization of purchased intangible assets(2)	83,056	174,348	175,676	88,262	86,965	174,379
Restructuring costs(3)	59,647	18,724	22,993	15,381	11,533	19,145
Asset impairments(4)		126,057	40,907		34,482	75,389
Total operating costs and expense	2,963,983	3,463,894	3,083,647	1,483,517	1,575,819	3,175,949
Operating income (loss)	224,933	(188,432)	238,238	96,138	169,729	311,829
Other expense, net(5)	(2,835)	(54,345)	(15,379)	(6,514)	(5,272)	(14,137)
Interest expense	(103,065)	(263,824)	(188,974)	(97,560)	(93,837)	(185,251)
Interest income	5,161	3,826	3,417	2,242	1,610	2,785
Income (loss) before income taxes	124,194	(502,775)	37,302	(5,694)	72,230	115,226
Income tax (expense) benefit	(80,095)	110,413	(31,949)	(5,687)	(55,209)	(81,471)
Net income (loss)	\$ 44,099	\$ (392,362)	\$ 5,353	\$ (11,381)	\$ 17,021	\$ 33,755
Earnings (loss) per share:						
Basic	\$	\$	\$	\$	\$	\$
Diluted						
Weighted average shares outstanding:						
Basic						
Diluted						
<b>Balance sheet data (at end of period):</b>						
Cash and cash equivalents	\$ 706,066	\$ 317,102	\$ 264,375	\$ 265,472	\$ 223,610	
Property, plant and equipment, net	343,318	407,557	355,212	387,400	333,992	
Total assets	3,875,452	5,153,189	4,793,264	5,074,522	4,825,106	
Total debt	1,346,598	2,563,004	2,470,770	2,528,275	3,016,693	
Total stockholders' equity	1,669,930	1,365,089	1,182,282	1,344,757	636,583	
<b>Cash flow data:</b>						
Net cash provided by (used in):						
Operating activities	\$ 226,287	\$ 130,995	\$ 286,135	\$ 19,303	\$ 24,151	\$ 290,983
Investing activities	14,525	(3,171,476)	(35,525)	(25,646)	(46,069)	(55,948)
Financing activities	(191,281)	2,655,276	(299,522)	(39,346)	(14,205)	(274,381)
Capital expenditures	(35,399)	(39,533)	(27,957)	(13,147)	(16,027)	(30,837)
<b>Non-GAAP financial data:</b>						
Adjusted Operating Income(6)	\$ 399,174	\$ 380,545	\$ 501,067	\$ 211,506	\$ 316,421	\$ 605,982
Adjusted Net Income(6)	212,611	130,651	185,345	68,961	147,395	263,779
Adjusted EBITDA(6)	480,104	462,513	570,571	246,479	343,825	667,917
Adjusted EPS(6)(7):						
Basic	\$	\$	\$	\$	\$	\$
Diluted						
As Adjusted Net Leverage Ratio(6)(8)						

(1) Reflects the combined financial data for the period from January 1 to December 31, 2011 derived by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from



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January 15, 2011 to December 31, 2011. See Selected Historical Financial Information for a tabular presentation of our Predecessor's audited results of operations and cash flow data from January 1, 2011 to January 14, 2011 and our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011.

- (2) Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of \$14.5 million and \$0.5 million for the year ended December 31, 2010 and the period from January 1, 2011 to January 14, 2011 within the year ended December 31, 2011, respectively, due to a change in accounting policy at the time of the Acquisition.

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- (3) During the year ended December 31, 2010, we recorded net restructuring charges of \$59.6 million, as a result of our restructuring actions to realign and lower our cost structure, improve capacity utilization and complete integration efforts related to the Andrew acquisition. To achieve these objectives, we closed manufacturing facilities in Omaha, Nebraska and Newton, North Carolina, among other actions. Much of the production capacity from these facilities has been shifted to other existing facilities or contract manufacturers. Beginning in the third quarter of 2011 and continuing into 2013, additional restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities.
- (4) During the year ended December 31, 2011, as a result of reduced expectations of future cash flows of reporting units within the Wireless segment, we determined that certain intangible assets were not recoverable and consequently recorded intangible asset impairment charges of \$45.9 million and a goodwill impairment charge of \$80.2 million. During the year ended December 31, 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location-based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations of future cash flows of this reporting unit, a restructuring action was initiated and certain intangible assets and property, plant and equipment were determined to be impaired. An impairment charge of \$35.0 million was recognized. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain equipment was no longer recoverable. An additional impairment charge of \$5.9 million was recognized within the Wireless segment. During the six months ended June 30, 2013, as a result of lower than expected sales and operating income in the Broadband segment reporting unit, management considered the longer term effect of market conditions and recorded a goodwill impairment charge of \$28.8 million. Also during the six months ended June 30, 2013, within the Wireless segment, we obtained new market data regarding a facility being marketed for sale and recorded an impairment charge of \$3.6 million, and we concluded that certain production equipment would no longer be utilized and recorded a \$2.0 million impairment charge.
- (5) During the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, net other expense included foreign exchange losses of \$2.1 million, \$10.0 million, \$7.0 million, \$3.9 million and \$2.9 million, respectively. For the year ended December 31, 2011, net other expense also included \$2.5 million of our share of losses in our equity investments and a pretax, non-deductible loss of \$41.8 million on the extinguishment of CommScope, Inc.'s 3.25% convertible notes. During the year ended December 31, 2012, net other expense included our share of losses in our equity investments of \$3.4 million and the impairment of one such investment of \$2.6 million. During the six months ended June 30, 2012 and 2013, net other expense also included costs related to amending our senior secured credit facilities of \$1.7 million and \$1.9 million, respectively, as well as our share of losses in our equity investments of \$1.1 million and \$0.1 million, respectively. During the six months ended June 30, 2013, net other expense also included the impairment of an equity investment of \$0.8 million.
- (6) We believe that our financial statements and the other financial data included in this prospectus have been prepared in a manner that complies, in all material respects, with U.S. GAAP and the regulations published by the Securities and Exchange Commission, and are consistent with current practice with the exception of: (a) the presentation of the combined financial data for the period from January 1 to December 31, 2011, which have been derived by adding the audited results of operations and cash flow data of our Predecessor from January 1, 2011 to January 14, 2011 to our audited results of operations and cash flow data from January 15, 2011 to December 31, 2011 and are included to facilitate a discussion of comparative periods throughout this prospectus; (b) the presentation of summary unaudited consolidated financial data for the twelve-month period ended June 30, 2013, which have been derived by subtracting the unaudited statements of operations and cash flow data for the six-month period ended June 30, 2012 from the audited statements of operations and cash flow data for the year ended December 31, 2012 and then adding the unaudited statements of operations and cash flow data for the six-month period ended June 30, 2013 and are included as a tool for investors to assess our recent performance and (c) the inclusion of financial measures that differ from measures calculated in accordance with U.S. GAAP, including Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and adjusted earnings per share, or Adjusted EPS (which is Adjusted Net Income per share of our common stock calculated on both a basic and diluted basis). We believe that the presentation of these financial measures enhances an investor's understanding of our financial performance. We further believe that these financial measures are useful financial metrics to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business. We also believe that certain of these financial measures provide investors with a useful tool for assessing the comparability between periods of our ability to generate cash from operations sufficient to pay taxes, to service debt and to undertake capital expenditures. We also use certain of these financial measures for business planning purposes and in measuring our performance relative to that of our competitors.

We have also presented As Adjusted Net Leverage (as defined below) to reflect the impact of this offering on the debt level, or leverage, of our company.

We believe these financial measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of the terms Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS may vary from that of others in our industry. These financial measures should not be considered as alternatives to operating income (loss), net income (loss), earnings (loss) per share or any other performance measures derived in accordance with U.S. GAAP as measures of operating performance or operating cash flows or as measures of liquidity.



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Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS have important limitations as analytical tools and you should not consider them in isolation or as substitutes for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS:

exclude certain tax payments that may represent a reduction in cash available to us;

exclude certain impairments and adjustments for purchase accounting;

do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

do not reflect changes in, or cash requirements for, our working capital needs; and

do not reflect the significant interest expense in the case of Adjusted EBITDA and Adjusted Operating Income; and

do not reflect the cash requirements necessary to service interest or principal payments on our debt.

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted Operating Income (with respect to amortization), Adjusted EBITDA, Adjusted Net Income and Adjusted EPS do not reflect any cash requirements for such replacements; and

other companies in our industry may calculate Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS differently than we do, limiting their usefulness as comparative measures.

Because of these limitations, Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS should not be considered as measures of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our U.S. GAAP results and using these financial measures only supplementally.

Because the As Adjusted Net Leverage Ratio is based, in part, on Adjusted EBITDA, this measure is similarly impacted by the limitations referenced above and also should not be considered in isolation or as a substitute for U.S. GAAP measures.

In calculating Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS, we add back certain non-cash, non-recurring and other items that are included in operating income (loss), net income (loss) and earnings (loss) per share.

In calculating these financial measures, we make certain adjustments that are based on assumptions and estimates that may prove to have been inaccurate. In addition, in evaluating these financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in this presentation. Our presentation of Adjusted Operating Income, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

The following tables reconcile operating income (loss) to Adjusted Operating Income, net income (loss) to Adjusted EBITDA, and net income (loss) to Adjusted Net Income, for the periods presented.



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Adjusted Operating Income eliminates non-operating income or expense and certain unusual or non-recurring items impacting results in a particular period if we believe that excluding such items provides investors meaningful information to better understand our operating results and analyze financial and business trends on a period-to-period basis. The following table presents a reconciliation of operating income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted Operating Income for the periods indicated below.

(dollars in thousands)	Year ended December 31,			Six months ended June 30,		Twelve months ended June 30,
	2010	2011	2012	2012	2013	2013
Operating income (loss)	\$ 224,933	\$ (188,432)	\$ 238,238	\$ 96,138	\$ 169,729	\$ 311,829
Amortization of purchased intangible assets(a)	97,533	174,888	175,676	88,262	86,965	174,379
Restructuring costs	59,647	18,724	22,993	15,381	11,533	19,145
Equity-based incentive compensation(b)	18,073	6,505	7,525	3,332	9,087	13,280
Acquisition related costs(c)	2,975	132,575	6,291	3,293	4,213	7,211
Purchase accounting(d)		105,382			412	412
Asset impairments		126,057	40,907		34,482	75,389
Other(e)	(3,987)	4,846	9,437	5,100		4,337
<b>Adjusted Operating Income</b>	<b>\$ 399,174</b>	<b>\$ 380,545</b>	<b>\$ 501,067</b>	<b>\$ 211,506</b>	<b>\$ 316,421</b>	<b>\$ 605,982</b>

- (a) Includes amortization of purchased intangible assets of \$14.5 million and \$0.5 million reported in cost of goods sold for the years ended December 31, 2010 and 2011, respectively.
- (b) Reflects ongoing equity-based compensation, excluding both the acceleration of \$23.8 million of expense for the year ended December 31, 2011 in connection with the Acquisition (included in (c) below) and the contribution of \$16.9 million and \$0.1 million in the form of common shares to employee benefit plans for the years ended December 31, 2010 and 2011, respectively.
- (c) Reflects charges of \$3.0 million, \$2.5 million, \$3.3 million, \$1.8 million and \$2.7 million and for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes \$2.9 million, \$3.0 million, \$1.5 million and \$1.5 million for the years ended December 31, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to the Carlyle management fee. Includes \$127.2 million of costs related to the Acquisition during 2011, of which \$23.8 million resulted from the accelerated vesting of equity-based compensation.
- (d) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory.
- (e) Reflects items impacting operating income that we do not believe are representative of our ongoing operations. For the year ended December 31, 2010, reflects an \$8.6 million gain related to the settlement of a warranty claims dispute, a \$2.4 million expense on a sale of a product line sold in January 2008, estimated public company costs of \$3.5 million, other non-recurring charges of \$2.4 million and a \$3.7 million gain on the sale of a distribution facility. For the year ended December 31, 2011, reflects a litigation settlement charge of \$7.0 million and a \$2.2 million gain on the sale of product lines. For the year ended December 31, 2012, reflects a charge of \$2.0 million related to prior years customs and duties obligations, an \$8.9 million charge related to a prior year warranty matter and a \$1.5 million gain on the sale of a subsidiary. For the six months ended June 30, 2012, reflects a charge of \$2.0 million related to prior years customs and duties obligations and a \$3.1 million charge related to a prior year warranty matter.

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Adjusted EBITDA consists of earnings before interest, taxes, depreciation and amortization (including impairments to goodwill and other intangible assets and adjustments for purchase accounting), equity-based compensation and certain non-cash, nonrecurring or other items that are included in net income (loss) that we do not consider indicative of our ongoing operating performance. We believe that the presentation of Adjusted EBITDA enhances an investor's understanding of our financial performance. We further believe that Adjusted EBITDA is a useful financial metric to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business. We also use Adjusted EBITDA as one of the primary methods for planning and forecasting overall expected performance and for evaluating on a quarterly and annual basis actual results against such expectations. The following table presents a reconciliation of net income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted EBITDA for the periods indicated below.

(dollars in thousands)	Year ended December 31,			Six months ended June 30,		Twelve months ended
	2010	2011	2012	2012	2013	June 30, 2013
Net income (loss)	\$ 44,099	\$ (392,362)	\$ 5,353	\$ (11,381)	\$ 17,021	\$ 33,755
Interest expense	103,065	263,824	188,974	97,560	93,837	185,251
Interest income	(5,161)	(3,826)	(3,417)	(2,242)	(1,610)	(2,785)
Income tax (benefit) expense	80,095	(110,413)	31,949	5,687	55,209	81,471
Depreciation	80,930	81,968	69,504	34,973	27,404	61,935
Amortization of purchased intangible assets(a)	97,533	174,888	175,676	88,262	86,965	174,379
Purchase accounting(b)		105,382			412	412
Asset impairments		126,057	40,907		34,482	75,389
Restructuring costs	59,647	18,724	22,993	15,381	11,533	19,145
Equity-based incentive compensation(c)	18,073	6,505	7,525	3,332	9,087	13,280
Acquisition related costs(d)	2,975	174,383	6,291	3,293	4,213	7,211
Other(e)	(1,152)	17,383	24,816	11,614	5,272	18,474
<b>Adjusted EBITDA</b>	<b>\$ 480,104</b>	<b>\$ 462,513</b>	<b>\$ 570,571</b>	<b>\$ 246,479</b>	<b>\$ 343,825</b>	<b>\$ 667,917</b>

- (a) Includes amortization of purchased intangible assets of \$14.5 million and \$0.5 million reported in cost of goods sold for the years ended December 31, 2010 and 2011, respectively.
- (b) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory. Excludes \$12.1 million of incremental depreciation related to purchase accounting that is included in Depreciation for the year ended December 31, 2011.
- (c) Reflects ongoing equity-based compensation, excluding both the acceleration of \$23.8 million of expense for the year ended December 31, 2011 in connection with the Acquisition (included in (d) below) and the contribution of \$16.9 million and \$0.1 million in the form of common shares to employee benefit plans for the years ended December 31, 2010 and 2011, respectively.
- (d) Reflects charges of \$3.0 million, \$2.5 million, \$3.3 million, \$1.8 million and \$2.7 million and for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes \$2.9 million, \$3.0 million, \$1.5 million and \$1.5 million for the years ended December 31, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to the Carlyle management fee. Includes \$169.0 million of costs related to the Acquisition during 2011, of which \$23.8 million resulted from the accelerated vesting of equity-based compensation and \$41.8 million related to a loss on our 3.25% convertible notes.
- (e) Reflects other expense, net of \$2.8 million, \$12.5 million (such amount excludes the impact of the extinguishment of our 3.25% convertible notes, the effect of which is included in footnote (d) above), \$15.4 million, \$6.5 million and \$5.3 million for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively. In addition, the other line item reflects the following adjustments, which are also reflected in Adjusted Operating Income and Adjusted Net Income: for 2010, reflects an \$8.6 million gain related to the settlement of a warranty claims dispute, a \$2.4 million expense on a sale of a product line sold in January 2008, estimated public company costs of \$3.5 million, other non-recurring charges of \$2.4 million and a \$3.7 million gain on the sale of a distribution facility; for 2011, reflects a litigation settlement charge of \$7.0 million and a \$2.2 million gain on the sale of product lines; for 2012, reflects a charge of \$2.0 million related to prior years' customs and duties obligations, an \$8.9 million

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charge related to a prior year warranty matter and a \$1.5 million gain on the sale of a subsidiary; and for the six months ended June 30, 2012, reflects a charge of \$2.0 million related to prior years' customs and duties obligations and a \$3.1 million charge related to a prior year warranty matter.



**Table of Contents****Adjusted Net Income**

Adjusted Net Income is defined as consolidated net income (loss), adjusted for the after tax impact of certain non-recurring and other items that we do not consider representative of our ongoing operating performance. We believe that Adjusted Net Income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-U.S. GAAP financial measure in order to have comparable financial results to analyze changes in our overall performance from quarter to quarter. The following table presents a reconciliation of net income (loss), the most directly comparable U.S. GAAP financial measure, to Adjusted Net Income for the periods indicated below.

(dollars in thousands)	Year ended December 31,			Six months ended June 30,		Twelve months ended
	2010	2011	2012	2012	2013	June 30, 2013
Net income (loss)	\$ 44,099	\$ (392,362)	\$ 5,353	\$ (11,381)	\$ 17,021	\$ 33,755
Amortization of purchased intangible assets	60,861	113,677	114,189	57,370	56,527	113,346
Restructuring costs	37,605	11,590	14,233	9,484	7,139	11,888
Amortization of deferred financing costs and original issue discount	5,412	24,850	10,585	6,229	4,686	9,042
Equity-based incentive compensation(a)	11,187	4,027	4,658	2,063	5,625	8,220
Acquisition related costs(b)	57,378	98,180	3,895	2,038	2,607	4,464
Asset impairments		109,379	26,590		32,335	58,925
Purchase accounting(c)		68,498			255	255
Loss related to convertible debt securities(d)		89,788				
Net adjustments to tax valuation allowances(e)					21,200	21,200
Other(f)	(3,931)	3,024	5,842	3,158		2,684
Adjusted Net Income	\$ 212,611	\$ 130,651	\$ 185,345	\$ 68,961	\$ 147,395	\$ 263,779

(Tax rates applied to the various pre-tax adjustments reflect the rate applicable to the particular adjustment.)

- (a) Reflects ongoing equity-based compensation, excluding both the acceleration of \$14.7 million of after-tax expense for the year ended December 31, 2011 in connection with the Acquisition (included in (b) below) and the contribution of \$10.5 million and \$0.1 million in the form of common shares to employee benefit plans for the years ended December 31, 2010 and 2011, respectively.
- (b) Reflects after-tax adjustments of \$1.8 million, \$1.6 million, \$2.0 million, \$1.1 million and \$1.7 million for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to due diligence and other transaction related costs on potential and consummated acquisitions. Includes after-tax adjustments of \$1.8 million and \$1.9 million, \$0.9 million and \$0.9 million for the years ended December 31, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively, related to the Carlyle management fee. Includes after-tax costs related to the Acquisition during 2011 of \$94.8 million, which includes an after-tax charge of \$14.7 million from the accelerated vesting of equity-based compensation and an after-tax charge of \$16.1 million related to the write-off of deferred financing costs. For the year ended December 31, 2010, includes \$44.5 million of tax expense due to repatriation of foreign cash and \$8.7 million from the termination of an interest rate swap.
- (c) Reflects non-cash charges resulting from purchase accounting adjustments, primarily related to the write-up of inventory.
- (d) Reflects the full effect of the extinguishment of our 3.25% convertible notes, including amounts reflected in interest expense and other expense, net.
- (e) Reflects the net effect of the: (i) establishment of a valuation allowance of \$29.5 million related to foreign tax credit carryforwards that we have determined are not likely to be realized as a result of the expected increase in future interest expense from the issuance of the 2020 Notes during the quarter and (ii) reversal of a previously established valuation allowance of \$8.3 million related to net operating loss carryforwards in a foreign jurisdiction as a result of improved profitability.
- (f) Reflects items impacting net income (loss) that we do not believe are representative of our ongoing operations. For 2010, reflects a \$5.4 million after-tax gain related to the settlement of a warranty claims dispute, a \$1.5 million after-tax expense on a sale of a product line sold in January 2008, after-tax estimated public company costs of \$2.2 million, other after-tax non-recurring charges of \$1.5 million and a \$3.7 million after-tax gain on the sale of a distribution facility. For 2011, reflects an after-tax litigation settlement charge of \$4.4 million and a \$1.3 million after-tax gain on the sale of product lines. For 2012, reflects an after-tax charge of \$1.2 million

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- related to prior years customs and duties obligations, a \$5.5 million after-tax charge related to a prior year warranty matter and a \$0.9 million after-tax gain on the sale of a subsidiary. For the six months ended June 30, 2012, reflects an after-tax charge of \$1.2 million related to prior years customs and duties obligations and an after-tax \$1.9 million charge related to a prior year warranty matter.
- (7) Calculated on the basis of Adjusted Net Income and the historical weighted average shares outstanding for the relevant periods, as adjusted in the post-Acquisition periods for the -for- stock split that will become effective in connection with the filing of our amended and restated certificate of incorporation in connection with this offering.
- (8) Represents Post-Offering Net Debt as of June 30, 2013 to Adjusted EBITDA for the twelve months ended June 30, 2013. Post-Offering Net Debt represents total debt less \$ million of 2019 Notes that we expect will be redeemed with a portion of the proceeds from this offering assuming we price in the midpoint of the range (see Use of Proceeds ), less \$223.6 million of cash and cash equivalents on hand at June 30, 2013. Adjusted EBITDA would not be impacted by the repayment of the 2019 Notes.

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**RISK FACTORS**

*An investment in our common stock involves a high degree of risk. You should consider carefully the following risks, together with the information under the caption **Business Competition** and the other information contained in this prospectus before you decide whether to buy our common stock. If any of the events contemplated by the following discussion of risks should occur, our business, results of operations, financial condition and cash flows could suffer significantly. As a result, the market price of our common stock could decline, and you may lose all or part of the money you paid to buy our common stock. The following is a summary of all the material risks known to us.*

**Risks Related to Our Business**

***Our business is dependent on customers' capital spending on data and communication networks and reductions by customers in capital spending adversely affect our business.***

Our performance is dependent on customers' capital spending for constructing, rebuilding, maintaining or upgrading data and communication networks, which can be volatile or hard to forecast. Capital spending in the communications industry is cyclical and can be curtailed or deferred on short notice. A variety of factors affect the amount of capital spending, and, therefore, our sales and profits, including:

competing technologies;

general economic conditions;

timing and adoption of global rollout of new technologies, include LTE;

customer specific financial or stock market conditions;

availability and cost of capital;

governmental regulation;

demands for network services;

competitive pressures, including pricing pressures;

acceptance of new services offered by our customers;

impact of industry consolidation; and

real or perceived trends or uncertainties in these factors.

Several of our customers have accumulated significant levels of debt. These high debt levels, coupled with the continued turbulence and uncertainty in the capital markets, may impact their access to capital in the future. Even if the financial health of our customers remains intact,

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these customers may not purchase new equipment at levels we have seen in the past or expect in the future. While there are signs of improvement from the historical housing market disruptions and foreclosures, as well as the material disruptions in the credit markets, that occurred beginning in 2008, we cannot predict the impact, if any, of the continued economic uncertainty or of specific customer financial challenges on our customer s expansion and maintenance expenditures.

In addition, industry consolidation has, in the past, constrained, and may, in the future, constrain, capital spending by our customers. Further, if our product portfolio and product development plans do not position us well to capture an increased portion of the capital spending of customers in the markets on which we focus, our revenue may decline.

As a result of these capital spending issues, we may not be able to maintain or increase our revenue in the future, and our business, financial condition, results of operations and cash flows could be materially and adversely affected.

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*A substantial portion of our business is derived from a limited number of key customers or distributors.*

We derived 23.5% of our 2012 consolidated net sales from our top three customers or distributors. Our largest distributor, Anixter, accounted for 12.9% of our 2012 consolidated net sales. The concentration of our net sales among these key customers or distributors subjects us to a variety of risks that could have a material adverse impact on our net sales and profitability, including, without limitation:

lower sales resulting from the loss of one or more of our key customers or distributors;

renegotiations of agreements with key customers or distributors resulting in materially less favorable terms;

financial difficulties experienced by one or more of our key customers, distributors or our distributors' end customers, resulting in reduced purchases of our products and/or uncollectible accounts receivable balances;

reductions in inventory levels held by distributors and original equipment manufacturers which may be unrelated to purchasing trends by the ultimate customer;

consolidations in the wireless or cable television industries resulting in delays in purchasing decisions or reduced purchases by the merged businesses;

new or proposed laws or regulations affecting the wireless or cable television industries resulting in reduced capital spending;

increases in the cost of borrowing or capital and/or reductions in the amount of debt or equity capital available to the wireless or cable television industries resulting in reduced capital spending; and

changes in the technology deployed by customers resulting in lower sales of our products.

Additionally, the risks above are further increased as a result of our indirect sales to the same ultimate customers. In addition, we generally have no long-term contracts or minimum purchase commitments with any of our distributors, value-added resellers, system integrators, original equipment manufacturers, or OEM, or other customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. While we maintain long-term relationships with these parties and have not historically lost key customers, we have experienced variability in the level of purchases by our key customers, and any significant reduction in sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of and payment for our products, could materially and adversely affect our business, results of operations, financial condition and cash flows. See also We depend on channel partners to sell our products in certain markets and regions and are subject to risks associated with these arrangements.

***Our future success depends on our ability to anticipate and to adapt to technological changes and develop, implement and market product innovations.***

Many of our markets are characterized by advances in information processing and communications capabilities that require increased transmission speeds and greater bandwidth. These advances require ongoing improvements in the capabilities of our products.

However, we may not be successful in those efforts if, among other things, our products:

are not cost effective;

are not brought to market in a timely manner;

are not in accordance with evolving industry standards;

fail to achieve market acceptance or meet customer requirements; and

are ahead of the needs of their markets.

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There are various competitive wireless technologies that could be a potential substitute for some of the communications products we sell. See **Business Competition**. A significant technological breakthrough or significant decrease in the cost of deploying these wireless technologies could have a material adverse effect on our sales.

Fiber optic technology presents a potential substitute for some of the broadband communications cable products we sell. A significant decrease in the cost of deploying fiber optic systems could make these systems superior on a price/performance basis to copper or aluminum systems and have a material adverse effect on our business.

In order to successfully develop and market certain of our planned products, we may be required to enter into technology development or licensing agreements with third parties. We cannot provide assurances that we will be able to timely enter into any necessary technology development or licensing agreements on reasonable terms, or at all.

The failure to successfully introduce new or enhanced products on a timely and cost-competitive basis or the inability to continue to market existing products on a cost-competitive basis could have a material adverse effect on our results of operations and financial condition. In addition, sales of new products may replace sales of some of our existing products, mitigating the benefits of new product introductions and possibly resulting in excess levels of inventory.

Our revenues are dependent on the commercial deployment of technologies based on code division multiple access, or CDMA, and orthogonal frequency-division multiple access, or OFDMA, among others, and upgrades of 2G, 3G and 4G wireless communications equipment, products and services based on these technologies.

We develop, patent and commercialize technology and products based on CDMA and OFDMA, among others. Our revenues are dependent upon the commercial deployment of these technologies and products and upgrades of 2G, 3G and 4G wireless communications equipment, products and services based on these technologies. For example, several wireless providers in the United States have recently announced plans to shut down legacy CDMA networks. While we believe the deployment and adoption of LTE technology will help reduce the effect of this industry trend, our business may be harmed, and our investments in these technologies may not provide us an adequate return if:

LTE, an OFDMA-based wireless standard, is not widely deployed or commercial deployment is delayed;

wireless operators delay moving 2G customers to 3G and 4G devices;

wireless operators delay 3G and/or 4G deployments, expansions or upgrades;

government regulators delay the reallocation of spectrum to allow wireless operators to upgrade to 3G and 4G, which will restrict the expansion of 3G and 4G wireless connectivity, primarily outside of major population areas;

wireless operators are unable to drive improvements in 3G and 4G network performance and/or capacity; or

wireless operators and other industries using these technologies deploy other technologies.

Our business is dependent on our ability to increase our share of components sold and to continue to drive the adoption of our products and services into 3G and 4G wireless devices and networks. We are also dependent on the success of our customers, licensees and CDMA- and OFDMA-based wireless operators and other industries using our technologies, as well as the timing of their deployment of new services, and they may incur lower gross margins on products or services based on these technologies than on products using alternative technologies as a result of greater competition or other factors. If commercial deployment of these technologies, upgrade of 2G subscribers to 3G devices and upgrades to 3G or 4G wireless communications equipment, products and services based on these technologies do not continue or are delayed, our revenues could be negatively impacted, and our business could suffer.





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### ***We may not fully realize anticipated benefits from past or future acquisitions or equity investments.***

We anticipate that a portion of any future growth of our business might be accomplished by acquiring existing businesses, products or technologies. The success of any acquisition will depend upon, among other things, our ability to integrate acquired personnel, operations, products and technologies into our organization effectively, to retain and motivate key personnel of acquired businesses and to retain their clients. In addition, we might not be able to identify suitable acquisition opportunities or obtain any necessary financing on acceptable terms. We might also spend time and money investigating and negotiating with potential acquisition or investment targets, but not complete the transaction.

Although we expect to realize strategic, operational and financial benefits as a result of our past or future acquisitions and equity investments, we cannot predict whether and to what extent such benefits will be achieved. There are significant challenges to integrating an acquired operation into our business, including, but not limited to:

successfully managing the operations, manufacturing facilities and technology;

integrating the sales organizations and maintaining and increasing the customer base;

retaining key employees, suppliers and distributors;

integrating management information, inventory, accounting and research and development activities; and

addressing operating losses related to individual facilities or product lines.

Any future acquisition could involve other risks, including the assumption of additional liabilities and expenses, issuances of debt, transaction costs and diversion of management's attention from other business concerns and such acquisition may be dilutive to our financial results.

### ***We face competitive pressures with respect to all of our major products.***

In each of our major product groups, we compete with a substantial number of foreign and domestic companies, some of which have greater resources (financial or otherwise) or lower operating costs than we have. Competitors' actions, such as price reductions or introduction of new innovative products, and the use of exclusively price driven Internet auctions by customers may have a material adverse impact on our net sales and profitability. In addition, the rapid technological changes occurring in the communications industry could lead to the entry of new competitors. We cannot assure you that we will continue to compete successfully with our existing competitors or with new competitors.

Many of our competitors are substantially larger than us, and have greater financial, technical, marketing and other resources than we have. Many of these large enterprises are in a better position to withstand any significant reduction in capital spending by customers in our markets. They often have broader product lines and market focus, and may not be as susceptible to downturns in a single market. These competitors may also be able to bundle their products together to meet the needs of a particular customer, and may be capable of delivering more complete solutions than we are able to provide. To the extent large enterprises that currently do not compete directly with us choose to enter our markets by acquisition or otherwise, competition would likely intensify.

Further, some of our competitors that have greater financial resources have offered, and in the future may offer, their products at lower prices than we offer for our competing products or on more attractive financing or payment terms, which has in the past caused, and may in the future cause, us to lose sales opportunities and the resulting revenue or to reduce our prices in response to that competition. Reductions in prices for any of our products could have a material adverse effect on our operating margins and revenue. In addition, many of our competitors have been in operation longer than we have and, therefore, have more long-standing and established relationships with domestic and foreign customers, making it difficult for us to sell to those customers.

If any of our competitors' products or technologies were to become the industry standard, our business would be seriously harmed. If our competitors are successful in bringing their products to market earlier than us, or if these



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products are more technologically capable than ours, our revenue could be materially and adversely affected. In addition, certain companies that have not had a large presence in the broadband communications equipment market have begun to expand their presence in this market through mergers and acquisitions. The continued consolidation of our competitors could have a significant negative impact on our business. Further, our competitors may bundle their products or incorporate functionality into existing products in a manner that discourages users from purchasing our products or which may require us to lower our selling prices, resulting in lower revenue and decreased gross margins.

If we are unable to compete at the same level as we have in the past, in any of our markets, or are forced to reduce the prices of our products in order to continue to be competitive, our operating results, financial condition and cash flows would be materially and adversely affected.

***We depend on channel partners to sell our products in certain markets and regions and are subject to risks associated with these arrangements.***

We utilize distributors, value-added resellers and system integrators (channel partners) to sell our products to certain customers and in certain geographic regions to improve our access to these customers and regions and to lower our overall cost of sales and post-sales support. For the six months ended June 30, 2013 and the year ended December 31, 2012, sales to our four largest channel partners represented 20% of our net sales for each period. Our sales through channel partners are subject to a number of risks, including:

the ability of our selected channel partners to effectively sell our products to end customers;

our ability to continue channel partner arrangements into the future because most are for a limited term and subject to mutual agreement to extend;

a reduction in gross margins realized on sale of our products; and

a diminution of contact with end customers which, over time, could adversely impact our ability to develop new products that meet customers evolving requirements.

In the past, we have seen some distributors acquired and consolidated. If there were further consolidation of our distributors, this could affect our relationships with these distributors. It could also result in consolidation of distributor inventory, which could temporarily depress our revenue. In addition, changes in the inventory levels of our products held by our distributors can result in significant variability in our revenues. We have also experienced financial failure of a limited number of distributors from time to time, resulting in our inability to collect accounts receivable in full. A global economic downturn could cause financial difficulties (including bankruptcy) for our distributors and customers, which would adversely affect our results of operations.

We generally have no long-term contracts or minimum purchase commitments with any of our distributors, value-added resellers, system integrators or OEM customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. Our competitors may provide incentives to any of our distributors, value-added resellers, systems integrators or OEM customers to favor their products or, in effect, to prevent or reduce sales of our products. Any of our distributors, value-added resellers, systems integrators or OEM customers may independently choose not to purchase or offer our products. Many of our distributors, value-added resellers and system integrators are small, are based in a variety of international locations, and may have relatively unsophisticated processes and limited financial resources to conduct their business. Any significant disruption of our sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of and payment for our products, could materially and adversely affect our business, results of operations, financial condition and cash flows. In addition, our failure to continue to establish or maintain successful relationships with distributors, value-added resellers, systems integrators or OEM customers could likewise materially and adversely affect our business, results of operations and financial condition.

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***If contract manufacturers that we rely on encounter production, quality, financial or other difficulties, we may experience difficulty in meeting customer demands.***

We rely on unaffiliated contract manufacturers, both domestically and internationally, to produce certain products or key components of products. If we are unable to arrange for sufficient production capacity among our contract manufacturers or if our contract manufacturers encounter production, quality, financial or other difficulties, including labor disturbances or geopolitical risks, we may encounter difficulty in meeting customer demands. Any such difficulties could have an adverse effect on our business, financial results and results of operations, which could be material.

***If our integrated global manufacturing operations suffer production or shipping delays, we may experience difficulty in meeting customer demands.***

We internally produce, both domestically and internationally, a significant portion of certain components used in our finished products. Disruption of our ability to produce at or distribute from these facilities due to failure of our manufacturing infrastructure, fire, electrical outage, natural disaster, acts of terrorism, shipping interruptions or some other catastrophic event could have a material adverse effect on our ability to manufacture products at our other manufacturing facilities in a cost-effective and timely manner, which could have a material adverse effect on our business, financial condition and results of operations.

***If we encounter capacity constraints with respect to our internal facilities and/or existing or new contract manufacturers, it could have an adverse impact on our business.***

If we do not have sufficient production capacity, either through our internal facilities and/or through independent contract manufacturers, to meet customer demand for our products, we may experience lost sales opportunities and customer relations problems, which could have a material adverse effect on our business, financial condition and results of operations.

***Our business depends on effective information management systems.***

We rely on our enterprise resource planning systems to support such critical business operations as processing sales orders and invoicing; inventory control; purchasing and supply chain management; human resources; and financial reporting. If we are unable to successfully implement major systems initiatives and maintain critical information systems, we could encounter difficulties that could have a material adverse impact on our business, internal controls over financial reporting, or our ability to timely and accurately report our financial results.

***Cyber-security incidents, including data security breaches or computer viruses, could harm our business by disrupting our delivery of services, damaging our reputation or exposing us to liability.***

We receive, process, store and transmit, often electronically, the confidential data of our clients and others. Unauthorized access to our computer systems or stored data could result in the theft or improper disclosure of confidential information, the deletion or modification of records or could cause interruptions in our operations. These cyber-security risks increase when we transmit information from one location to another, including transmissions over the Internet or other electronic networks. Despite implemented security measures, our facilities, systems and procedures, and those of our third-party service providers, may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming and/or human errors or other similar events which may disrupt our delivery of services or expose the confidential information of our clients and others. Any security breach involving the misappropriation, loss or other unauthorized disclosure or use of confidential information of our clients or others, whether by us or a third party, could (i) subject us to civil and criminal penalties, (ii) have a negative impact on our reputation, or (iii) expose us to liability to our clients, third parties or government authorities. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

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### ***If our products, including material purchased from our suppliers, experience performance issues, our business may suffer.***

Our business depends on delivering products of consistently high quality. To this end, our products are tested for quality both by us and our customers. Nevertheless, many of our products are highly complex and testing procedures used by us and our customers are limited to evaluating our products under likely and foreseeable failure scenarios. For various reasons (including, among others, the occurrence of performance problems unforeseeable in testing), our products (including components and raw materials purchased from our suppliers and completed goods purchased for resale) may fail to perform as expected. Performance issues could result from faulty design or problems in manufacturing. We have experienced such performance issues in the past and remain exposed to such performance issues. In some cases, recall of some or all affected products, product redesigns or additional capital expenditures may be required to correct a defect. We recently agreed to replace and reinstall certain faulty products previously sold by us. In addition, we generally offer warranties on most products, the terms and conditions of which depend upon the product subject to the warranty. In some cases, we indemnify our customers against damages or losses that might arise from certain claims relating to our products. Future claims may have a material adverse effect on our business, financial condition and results of operations. Any significant or systemic product failure could also result in lost future sales of the affected product and other products, as well as reputational damage.

### ***Our significant international operations expose us to economic, political and other risks.***

We have significant international sales, manufacturing and distribution operations. We have major international manufacturing and/or distribution facilities, among others, in Australia, Brazil, China, the Czech Republic, Germany, India, Ireland, Mexico, Singapore and the United Kingdom. For the six months ended June 30, 2013 and the year ended December 31, 2012, 2011 and 2010, international sales represented approximately 44%, 47%, 49% and 47%, respectively, of our consolidated net sales. In general, our international sales have lower margins than our domestic sales. To the extent international sales represent a greater percentage of our revenue, our overall margin may decline.

Our international sales, manufacturing and distribution operations are subject to the risks inherent in operating abroad, including, but not limited to, risks with respect to currency exchange rates; economic and political destabilization; restrictive actions by foreign governments; wage inflation; nationalizations; the laws and policies of the United States affecting trade, exports, imports, anti-bribery, foreign investment and loans; foreign tax laws, including the ability to recover amounts paid as value-added taxes; potential restrictions on the repatriation of cash; reduced protection of intellectual property; longer customer payment cycles; compliance with local laws and regulations; armed conflict; terrorism; shipping interruptions; and major health concerns (such as infectious diseases).

In addition, foreign currency rates in many of the countries in which we operate have at times been extremely volatile and unpredictable. We may choose not to hedge or determine that we are unable to effectively hedge the risks associated with this volatility. In such cases, we may experience declines in revenue and adverse impacts on earnings and such changes could be material.

### ***Our international operations require us to comply with anti-corruption laws and regulations of the U.S. government and various international jurisdictions.***

Doing business on a worldwide basis requires us and our subsidiaries to comply with the laws and regulations of the U.S. government and various international jurisdictions, and our failure to comply with these rules and regulations may expose us to liabilities. These laws and regulations may apply to companies, individual directors, officers, employees and agents, and may restrict our operations, trade practices, investment decisions and partnering activities. In particular, our international operations are subject to U.S. and foreign anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act, or the FCPA. The FCPA prohibits U.S. companies and their officers, directors, employees and agents acting on their behalf from corruptly offering,

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promising, authorizing or providing anything of value to foreign officials for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records and accounts that accurately and fairly reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. As part of our business, we deal with state-owned business enterprises, the employees and representatives of which may be considered foreign officials for purposes of the FCPA. We are also subject to the UK Anti-Bribery Act, which prohibits both domestic and international bribery, as well as bribery across both public and private sectors. In addition, some of the international locations in which we operate lack a developed legal system and have elevated levels of corruption. As a result of the above activities, we are exposed to the risk of violating anti-corruption laws. Violations of these legal requirements are punishable by criminal fines and imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts as well as other remedial measures. We have established policies and procedures designed to assist us and our personnel in complying with applicable U.S. and international laws and regulations. However, our employees, subcontractors and agents could take actions that violate these requirements, which could adversely affect our reputation, business, financial condition and results of operations.

***We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.***

Certain of our products are subject to export controls and may be exported only with the required export license or through an export license exception. If we were to fail to comply with export licensing, customs regulations, economic sanctions and other laws, we could be subject to substantial civil and criminal penalties, including fines for us and incarceration for responsible employees and managers, and the possible loss of export or import privileges. In addition, if our distributors fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected through reputational harm and penalties. Obtaining the necessary export license for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities. Furthermore, export control laws and economic sanctions prohibit the shipment of certain products to embargoed or sanctioned countries, governments and persons. While we train our employees to comply with these regulations, we cannot assure that a violation will not occur, whether knowingly or inadvertently. Any such shipment could have negative consequences including government investigations, penalties, fines, civil and criminal sanctions, and reputational harm. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in our decreased ability to export or sell our products to existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products could adversely affect our business, financial condition and results of operations.

***We face risks relating to currency fluctuations and currency exchange.***

On an ongoing basis we are exposed to various changes in foreign currency rates because significant sales and costs are denominated in foreign currencies. These risk factors can impact our results of operations, cash flows and financial position. We manage these risks through regular operating and financing activities and periodically use derivative financial instruments such as foreign exchange forward and option contracts. There can be no assurance that our risk management strategies will be effective.

We also may encounter difficulties in converting our earnings from international operations to U.S. dollars for use in the United States. These obstacles may include problems moving funds out of the countries in which the funds were earned and difficulties in collecting accounts receivable in foreign countries where the usual accounts receivable payment cycle is longer.

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***We may sell one or more of our product lines, from time to time, as a result of our evaluation of our products and markets, and any such divestiture could adversely affect our expenses, revenues, results of operation, cash flows and financial position.***

We periodically evaluate our various product lines and may, as a result, consider the divestiture of one or more of those product lines. Any such divestiture could adversely affect our expenses, revenues, results of operations, cash flows and financial position.

Divestitures of product lines have inherent risks, including the expense of selling the product line, the possibility that any anticipated sale will not occur, possible delays in closing any sale, the risk of lower-than-expected proceeds from the sale of the divested business, unexpected costs associated with the separation of the business to be sold from the seller's information technology and other operating systems, and potential post-closing claims for indemnification. Expected cost savings, which are offset by revenue losses from divested businesses, may also be difficult to achieve or maximize due to the seller's fixed cost structure, and a seller may experience varying success in reducing fixed costs or transferring liabilities previously associated with the divested business.

***Difficulties may be encountered in the realignment of manufacturing capacity and capabilities among our global manufacturing facilities that could adversely affect our ability to meet customer demands for our products.***

We periodically realign manufacturing capacity among our global facilities in order to reduce costs by improving manufacturing efficiency and to strengthen our long-term competitive position. The implementation of these initiatives may include significant shifts of production capacity among facilities.

There are significant risks inherent in the implementation of these initiatives, including, but not limited to, failing to ensure that: there is adequate inventory on hand or production capacity to meet customer demand while capacity is being shifted among facilities; there is no decrease in product quality as a result of shifting capacity; adequate raw material and other service providers are available to meet the needs at the new production locations; equipment can be successfully removed, transported and re-installed; and adequate supervisory, production and support personnel are available to accommodate the shifted production.

In the event that manufacturing realignment initiatives are not successfully implemented, we could experience lost future sales and increased operating costs as well as customer relations problems, which could have a material adverse effect on our business, financial condition and results of operations.

***We may need to undertake additional restructuring actions in the future.***

We have previously recognized restructuring charges in response to slowdowns in demand for our products and in conjunction with implementation of initiatives to reduce costs and improve efficiency of our operations. For example, during the year ended December 31, 2010, we recorded net restructuring charges of \$59.6 million, as a result of our restructuring actions to realign and lower our cost structure, improve capacity utilization and complete integration efforts related to the Andrew acquisition. To achieve these objectives, we closed manufacturing facilities in Omaha, Nebraska and Newton, North Carolina, among other actions. Much of the production capacity from these facilities has been shifted to other existing facilities or contract manufacturers. Beginning in the third quarter of 2011 and continuing into 2013, additional restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities. Since the Acquisition, we have recorded net restructuring charges of \$53.2 million as a result of these restructuring actions. As a result of changes in business conditions and other developments, we may need to initiate additional restructuring actions that could result in workforce reductions and restructuring charges, which could be material.

***We may need to recognize additional impairment charges related to goodwill, identified intangible assets and fixed assets.***

We have substantial balances of goodwill and identified intangible assets. At December 31, 2012, we had a goodwill balance of \$1,473.9 million. We are required to test goodwill for possible impairment on the same date

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each year and on an interim basis if there are indicators of a possible impairment. We are also required to evaluate amortizable intangible assets and fixed assets for impairment if there are indicators of a possible impairment. During the three months ended June 30, 2013, a step two goodwill impairment analysis was performed and a preliminary goodwill impairment charge of \$28.8 million was recorded. The step two valuation is expected to be completed in the third quarter and any revision to the preliminary impairment charge will be recorded at that time.

There is significant judgment required in the analysis of a potential impairment of goodwill, identified intangible assets and fixed assets. If, as a result of a general economic slowdown, deterioration in one or more of the markets in which we operate or in our financial performance and/or future outlook, the estimated fair value of our long-lived assets decreases, we may determine that one or more of our long-lived assets is impaired. An impairment charge would be determined based on the estimated fair value of the assets and any such impairment charge could have a material adverse effect on our business, financial condition and results of operations.

***We have significant obligations under our defined benefit employee benefit plans and may be required to make plan contributions in excess of current estimates.***

There is a significant unfunded liability related to our defined benefit employee benefit plans. As of December 31, 2012, the net pension and other postretirement benefit liabilities were \$66.2 million. The accumulated benefit obligation for all of our defined benefit pension plans was \$269.0 million as of December 31, 2012. See Note 10 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus. Significant changes to the assets and/or the liabilities related to these obligations as a result of changes in actuarial estimates, asset performance, interest rates or benefit changes, among others, could have a material impact on our financial position and/or results of operations.

We expect to fund a material portion of our significant underfunded pension obligations in the U.S. through 2015 under the terms of an agreement with the Pension Benefit Guaranty Corporation, or the PBGC, in connection with the 2011 closure of our Omaha production facility. The amounts and timing of the remaining contributions we expect to make to our defined benefit plans that are described in this prospectus reflect a number of actuarial and other estimates and assumptions with respect to our expected plan funding obligations. The actual amounts and timing of these contributions will depend upon a number of factors and the actual amounts and timing of our future plan funding contributions may differ materially from the those presented in this prospectus.

In addition, we may at any time be required to make additional accelerated plan contributions up to the full amount of our unfunded liability under our defined benefit pension plan in the United States in the event the PBGC institutes proceedings to terminate the plan or in order to prevent the PBGC from doing so. The PBGC may institute proceedings to terminate a defined benefit pension plan for a number of reasons, including if it determines that a plan will be unable to pay benefits when due or if the possible long-run loss to the PBGC with respect to a plan may reasonably be expected to increase unreasonably if the plan is not terminated. We have similar exposures with respect to certain pension plans outside the U.S. Foreign plans represented 40% and 49% of the pension benefit obligation and pension plans assets, respectively, as of December 31, 2012. See Note 10 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus.

Our financial condition may be adversely affected to the extent that we are required to make contributions to any of our defined benefit pension plans in excess of the amounts assumed in our current projections.

***We may incur costs and may not be successful in protecting our intellectual property and in defending claims that we are infringing on the intellectual property of others.***

We may encounter difficulties and significant costs in protecting our intellectual property rights or obtaining rights to additional intellectual property to permit us to continue or expand our business. Other companies, including some of our largest competitors, hold intellectual property rights in our industry and the intellectual property rights of others could inhibit our ability to introduce new products unless we secure necessary licenses on commercially reasonable terms.



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In addition, we have been required and may be required in the future to initiate litigation in order to enforce patents issued or licensed to us or to determine the scope and/or validity of a third party's patent or other proprietary rights. We also have been and may in the future be subject to lawsuits by third parties seeking to enforce their own intellectual property rights, including against certain of the intellectual property that we have acquired through our strategic acquisitions. Any such litigation, regardless of outcome, could subject us to significant liabilities or require us to cease using proprietary third party technology and, consequently, could have a material adverse effect on our results of operations and financial condition.

In certain markets, we may be required to address counterfeit versions of our products. We may incur significant costs in pursuing the originators of such counterfeit products and, if we are unsuccessful in eliminating them from the market, we may experience a reduction in the value of our products and/or a reduction in our net sales.

### ***Changes to the regulatory environment in which we or our customers operate may negatively impact our business.***

The telecommunications and cable television industries are subject to significant and changing federal and state regulation, both in the U.S. and other countries, including restrictions under The Restriction of Hazardous Substances Directive 2002/95/EC, or RoHS, in the European Union regarding the use of certain hazardous materials used in the manufacturing of various types of electronic and electrical equipment, regulations under the Waste Electrical and Electronic Equipment Directive 2002/96/EC, or WEEE, regarding the collection, recycling and recovery for electrical goods and regulations under the European Community Regulation EC 1907/2006 regulating chemicals and their safe use. As a result, such changes could adversely impact demand for our products.

Regulatory changes of more general applicability could also have a material adverse effect on our business. For example, changes to the U.S. corporate tax system have been proposed that would lead to the taxation of foreign earnings at the time they are earned rather than when they are repatriated to the U.S. Implementation of such changes would have an adverse effect on our net income and would require us to make earlier cash tax payments.

### ***Compliance with current and future environmental laws, potential environmental liabilities and the impact of climate change may have a material adverse impact on our business, financial condition and results of operations.***

We are subject to various federal, state, local and foreign environmental laws and regulations governing, among other things, discharges to air and water, management of regulated materials, handling and disposal of solid and hazardous waste, and investigation and remediation of contaminated sites. Because of the nature of our business, we have incurred and will continue to incur costs relating to compliance with or liability under these environmental laws and regulations. In addition, new laws and regulations, including those regulating the types of substances allowable in certain of our products, new or different interpretations of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new remediation or discharge requirements, could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our financial condition and results of operations. For example, the European Union has issued RoHS and WEEE regulating the use and disposal of electrical goods. If we are unable to comply with these and similar laws in other jurisdictions, or to sufficiently increase prices or otherwise reduce costs, it could have a material adverse effect on our business, financial condition and results of operations.

The physical effect of future climate change (such as increases in severe weather) may have an impact on our suppliers, customers, employees and facilities which we are unable to quantify, but which may be material.

Efforts to regulate emissions of greenhouse gases, or GHG, such as carbon dioxide are underway in the U.S. and other countries which could increase the cost of raw materials, production processes and transportation of our products. If we are unable to comply with such regulations, sufficiently increase prices or otherwise reduce costs, GHG regulation could have a material adverse effect on our results of operations.

Certain environmental laws impose strict and in some circumstances joint and several liability (that could result in an entity paying more than its fair share) on current or former owners or operators of a contaminated property,

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as well as companies that generated, disposed of or arranged for the disposal of hazardous substances at a contaminated property for the costs of investigation and remediation of the contaminated property. Our present and past facilities have been in operation for many years and over that time, in the course of those operations, hazardous substances and wastes have been used, generated and disposed of at such facilities and investigation and remediation projects are underway at a few of these sites. There can be no assurance that the contractual indemnifications we have received from prior owners and operators of certain of these facilities will continue to be honored. In addition, we have disposed of waste products either directly or through third parties at numerous disposal sites, and from time to time we have been and may be held responsible for investigation and clean-up costs at these sites where those owners and operators have been unable to remain in business. Also, there can be no guarantee that new environmental requirements or changes in their enforcement or the discovery of previously unknown conditions will not cause us to incur additional costs for environmental matters which could be material.

***Our dependence on commodities subjects us to cost volatility and potential availability constraints which could have a material adverse effect on our profitability.***

Our profitability may be materially affected by changes in the market price and availability of certain raw materials, most of which are linked to the commodity markets. The principal raw materials we purchase are rods, tapes, sheets, wires, tubes and hardware made of copper, steel, aluminum or brass; plastics and other polymers; and optical fiber. Fabricated copper, steel and aluminum are used in the production of coaxial and twisted pair cables and polymers are used to insulate and protect cables. Prices for copper, steel, aluminum, fluoropolymers and certain other polymers, derived from oil and natural gas, have experienced significant volatility as a result of changes in the levels of global demand, supply disruptions and other factors. As a result, we have adjusted our prices for certain products and may have to adjust prices again in the future. Delays in implementing price increases or a failure to achieve market acceptance of price increases has in the past and could in the future have a material adverse impact on our results of operations. In an environment of falling commodities prices, we may be unable to sell higher-cost inventory before implementing price decreases, which could have a material adverse impact on our business, financial condition and results of operations.

***We are dependent on a limited number of key suppliers for certain raw materials and components.***

For certain of our raw material and component purchases, including certain polymers, copper rod, copper and aluminum tapes, fine aluminum wire, steel wire, optical fiber, circuit boards and other electronic components, we are dependent on key suppliers. While we maintain long-term relationships, we generally do not enter into long-term contracts with our key suppliers.

Our key suppliers have in the past and could in the future experience production, operational or financial difficulties, or there may be global shortages of the raw materials or components we use, and our inability to find sources of supply on reasonable terms could have a material adverse effect on our ability to manufacture products in a cost-effective way.

***We may not be able to attract and retain key employees, including our sales force.***

Our business depends upon our continued ability to hire and retain key employees, including our sales force, at our operations around the world. Competition for skilled personnel and highly qualified managers in the telecommunications industry is intense. Difficulties in obtaining or retaining employees with the necessary management, technical and financial skills needed to achieve our business objectives may have a material adverse effect on our business, financial condition and results of operations.

***Allegations of health risks from wireless equipment may negatively affect our results of operations.***

Allegations of health risks from the electromagnetic fields generated by base stations and mobile handsets, and potential lawsuits or negative publicity relating to them, regardless of merit, could have a material adverse effect on our operations by leading consumers to reduce their use of mobile phones, reducing demand for certain of our products, or by causing us to allocate resources to address these issues.

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### ***A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.***

We maintain insurance covering our normal business operations, including property and casualty protection that we believe is adequate. We do not generally carry insurance covering wars, acts of terrorism, earthquakes or other similar catastrophic events. We may not be able to obtain adequate insurance coverage on financially reasonable terms in the future. A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.

In addition, the financial health of our insurers may deteriorate and may not be able to respond if we should have claims reaching their policies.

### ***Natural or man-made disasters or other disruptions could unfavorably affect our operations and financial performance.***

Natural or man-made disasters could result in physical damage to one or more of our properties, the temporary lack of an adequate work force, the temporary or long-term disruption in the supply of products from suppliers and delays in the delivery of products to our customers.

### ***We may experience significant variability in our quarterly or annual effective income tax rate.***

We have a large and complex international tax profile and a significant level of net operating loss and other carryforwards in various jurisdictions. Variability in the mix and profitability of domestic and international activities, repatriation of earnings from foreign affiliates, identification and resolution of various tax uncertainties and the inability to realize net operating loss and other carryforwards included in deferred tax assets, among other matters, may significantly impact our effective income tax rate in the future. A significant increase in our quarterly or annual effective income tax rate could have a material adverse impact on our results of operations.

### ***Labor unrest could have a material adverse effect on our business, results of operations and financial condition.***

Substantially all of our international employees are members of unions or subject to workers' councils or similar statutory arrangements. None of our U.S. employees are organized as unions. In addition, many of our direct and indirect customers and vendors have unionized work forces. Strikes, work stoppages or slowdowns experienced by these customers or vendors, contract manufacturers or their other suppliers could result in slowdowns. Organizations responsible for shipping our products may also be impacted by strikes. Any interruption in the delivery of our products could reduce demand for our products and could have a material adverse effect on us.

In general, we consider our labor relations with all of our employees to be good. However, in the future we may be subject to labor unrest. The inability to reach a new agreement could delay or disrupt our operations in the affected regions, including the acquisition of raw materials and components, the manufacture, sales and distribution of products and the provision of services. Occurrences of strikes, work stoppages or lock-outs at our facilities or at the facilities of our vendors or customers, or the continuance for a long period of time could have a material adverse effect on our business, financial condition and results of operations.

### ***Our future research and development projects may not be successful.***

The successful development of telecommunications products can be affected by many factors. Products that appear to be promising at their early phases of research and development may fail to be commercialized for various reasons, including the failure to obtain the necessary regulatory approvals. There is no assurance that any of our future research and development projects will be successful or completed within the anticipated time frame or budget or that we will receive the necessary approvals from relevant authorities for the production of these newly developed products, or that these newly developed products will achieve commercial success. Even if such products can be successfully commercialized, they may not achieve the level of market acceptance that we expect.

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***We will incur increased costs as a result of operating as a publicly traded company, and our management will be required to devote substantial time to new compliance initiatives.***

As a publicly traded company, we will incur additional legal, accounting and other expenses that we did not previously incur following the Acquisition. Although we are currently unable to estimate these costs with any degree of certainty, they may be material in amount. In addition, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules of the Securities and Exchange Commission, or the SEC, and the stock exchange on which our common stock is listed, have imposed various requirements on public companies. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives as well as investor relations. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to incur additional costs to maintain the same or similar coverage.

Furthermore, if we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, the market price of our common stock could decline and we could be subject to potential delisting by the stock exchange on which our stock is listed and review by such exchange, the SEC, or other regulatory authorities, which would require the expenditure by us of additional financial and management resources. As a result, our stockholders could lose confidence in our financial reporting, which would harm our business and the market price of our common stock.

***New regulations related to conflict minerals could adversely impact our business.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo, or the DRC, and adjoining countries. As a result, in August 2012 the SEC adopted annual disclosure and reporting requirements for those companies who use conflict minerals mined from the DRC and adjoining countries in their products. These new requirements will require due diligence efforts in fiscal 2014, with initial disclosure requirements beginning in May 2014. There will be costs associated with complying with these disclosure requirements, including for diligence to determine the sources of conflict minerals used in our products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers offering conflict free conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices. Conversely, we will be required to make similar certifications to our suppliers. If we are unable or fail to make the requisite certifications, our suppliers may terminate their relationship with us. Also, we may face adverse effects to our reputation if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products through the procedures we may implement.

***Seasonality may cause fluctuations in our revenue and operating results.***

Historically, our operations have been seasonal, with a greater portion of total net revenue and operating income occurring in the second and third fiscal quarters. As a result of this seasonality, any factors negatively affecting us during the second and third fiscal quarters of any year, including the variability of shipments under large contracts, customers' seasonal installation considerations and variations in product mix and in profitability of individual orders, could have a material adverse effect on our financial condition and results of operations for the entire year. See Business Backlog and Seasonality. Our quarterly results of operations also may fluctuate based upon other factors, including general economic conditions.

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### **Risks Related to Our Indebtedness**

*Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations with respect to our indebtedness.*

As of June 30, 2013, after giving effect to this offering and the use of proceeds therefrom as set forth under the heading "Use of Proceeds," as of June 30, 2013, we would have had approximately \$ billion of indebtedness on a consolidated basis, including \$ billion of the 2019 Notes, \$550 million of the 2020 Notes and \$977.5 million of the term loan facility. In addition, we had no outstanding borrowings under our revolving credit facility and approximately \$302.1 million in borrowing capacity available under our revolving credit facility, after giving effect to \$58.5 million of outstanding letters of credit and the borrowing base limitations for additional secured borrowings.

Our substantial indebtedness could have important consequences to you. For example, it could:

limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;

require us to dedicate a substantial portion of our annual cash flow for the next several years to the payment of interest on our indebtedness;

expose us to the risk of increased interest rates as, over the term of our debt, the interest cost on a significant portion of our indebtedness is subject to changes in interest rates;

place us at a competitive disadvantage compared to certain of our competitors who have less debt;

hinder our ability to adjust rapidly to changing market conditions;

limit our ability to secure adequate bank financing in the future with reasonable terms and conditions; and

increase our vulnerability to and limit our flexibility in planning for, or reacting to, a potential downturn in general economic conditions or in one or more of our businesses.

In addition, the indenture governing the 2019 Notes, or the 2019 Notes Indenture, the indenture governing the 2020 Notes, or the 2020 Notes Indenture, and the agreements governing our senior secured credit facilities contain affirmative and negative covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debts.

*Despite current indebtedness levels and restrictive covenants, we and our subsidiaries may incur additional indebtedness or we may pay dividends in the future. This could further exacerbate the risks associated with our substantial financial leverage.*

We and our subsidiaries may incur significant additional indebtedness in the future under the agreements governing our indebtedness. Although the 2019 Notes Indenture, the 2020 Notes Indenture and the credit agreements governing our senior secured credit facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of thresholds, qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. Additionally, these restrictions also will not prevent us from incurring obligations that, although preferential to our common stock in terms of payment, do not constitute indebtedness. As of June 30, 2013, we had approximately \$302.1 million of additional borrowing capacity under our revolving credit facility, after giving effect to \$58.5 million of outstanding letters of credit and the borrowing base limitations for additional secured borrowings, which borrowing capacity

depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders discretionary ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally increase borrowing availability.

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In addition, if new debt is added to our and/or our subsidiaries' debt levels, the related risks that we now face as a result of our leverage would intensify. See Management's Discussion and Analysis of Financial Condition and Results of Analysis Liquidity and Capital Resources.

***To service our indebtedness, we will require a significant amount of cash and our ability to generate cash depends on many factors beyond our control.***

Our operations are conducted through our subsidiaries and our ability to make cash payments on our indebtedness and to fund planned capital expenditures will depend on the earnings and the distribution of funds from our subsidiaries. However, none of our subsidiaries is obligated to make funds available to us for payment on our indebtedness. Further, the terms of the instruments governing our indebtedness significantly restrict our subsidiaries from paying dividends and otherwise transferring assets to us. Our ability to make cash payments on and to refinance our indebtedness, to fund planned capital expenditures and to meet other cash requirements will depend on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to financial, business, legislative, regulatory and other factors beyond our control. We might not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

Our business may not generate sufficient cash flow from operations and future borrowings may not be available under our senior secured credit facilities in an amount sufficient to enable us to pay our indebtedness, or to fund our other liquidity needs. In such circumstances, we may need to refinance all or a portion of our indebtedness, including the 2019 Notes and the 2020 Notes, on or before maturity. We intend to use the net proceeds of this offering to redeem a portion of the 2019 Notes. See Use of Proceeds. We may not be able to refinance any of our indebtedness on commercially reasonable terms or at all. If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances. Such actions, if necessary, may not be effected on commercially reasonable terms or at all. Our indebtedness will restrict our ability to sell assets and use the proceeds from such sales.

If we are unable to generate sufficient cash flow or are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our revolving credit facility could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit facilities, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

***We are dependent upon our lenders for financing to execute our business strategy and meet our liquidity needs. If our lenders are unable to fund borrowings under their credit commitments or we are unable to borrow, it could negatively impact our business.***

During periods of volatile credit markets, there is risk that any lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their legal commitments and obligations under existing credit commitments, including but not limited to: extending credit up to the maximum permitted by a credit facility. If our lenders are unable to fund borrowings under their revolving credit commitments or we are unable to borrow (such as having insufficient capacity under our borrowing base), it could be difficult in such environments to obtain sufficient liquidity to meet our operational needs.

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### ***Our ability to obtain additional capital on commercially reasonable terms may be limited.***

Although we believe our cash and cash equivalents as well as cash we expect to generate from operations and availability under our revolving credit facility provide adequate resources to fund ongoing operating requirements, we may need to seek additional financing to compete effectively.

If we are unable to obtain capital on commercially reasonable terms, it could:

reduce funds available to us for purposes such as working capital, capital expenditures, research and development, strategic acquisitions and other general corporate purposes;

restrict our ability to introduce new products or exploit business opportunities;

increase our vulnerability to economic downturns and competitive pressures in the markets in which we operate; and

place us at a competitive disadvantage.

***Difficult and volatile conditions in the capital, credit and commodities markets and in the overall economy could have a material adverse effect on our financial position, results of operations and cash flows.***

The worsening or continuation of the difficult global economic conditions, including concerns about sovereign debt and significant volatility in the capital, credit and commodities markets could have a material adverse effect on our financial position, results of operations and cash flows. These global economic factors, combined with low levels of business and consumer confidence and high levels of unemployment, have precipitated a slow recovery from the global recession and concern about a return to recessionary conditions. The difficult conditions in these markets and the overall economy affect our business in a number of ways. For example:

as a result of the recent volatility in commodity prices, we may encounter difficulty in achieving sustained market acceptance of past or future price increases, which could have a material adverse effect on our financial position, results of operations and cash flows;

under difficult market conditions there can be no assurance that borrowings under our revolving credit facility would be available or sufficient, and in such a case, we may not be able to successfully obtain additional financing on reasonable terms, or at all;

in order to respond to market conditions, we may need to seek waivers from various provisions in our senior secured credit facilities. There can be no assurance that we can obtain such waivers at a reasonable cost, if at all;

market conditions could cause the counterparties to the derivative financial instruments we may use to hedge our exposure to interest rate, commodity or currency fluctuations to experience financial difficulties and, as a result, our efforts to hedge these exposures could prove unsuccessful and, furthermore, our ability to engage in additional hedging activities may decrease or become more costly; and

market conditions could result in our key customers experiencing financial difficulties and/or electing to limit spending, which in turn could result in decreased sales and earnings for us.

We do not know if market conditions or the state of the overall economy will improve in the near future.



*Our debt obligations may limit our flexibility in managing our business.*

The 2019 Notes Indenture, the 2020 Notes Indenture and the credit agreements governing our senior secured credit facilities require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios in certain situations and maintaining insurance coverage. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we had satisfied our payment obligations. If we were to default on the credit agreements or other debt instruments, our financial condition would be adversely affected.

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### **Risks Related to this Offering and Ownership of our Common Stock**

*CommScope Holdings is a holding company with no operations of its own, and it depends on its subsidiaries for cash to fund all of its operations and expenses, including to make future dividend payments, if any.*

Our operations are conducted almost entirely through our subsidiaries and our ability to generate cash to meet our debt service obligations or to make future dividend payments, if any, is highly dependent on the earnings and the receipt of funds from our subsidiaries via dividends or intercompany loans. We do not currently expect to declare or pay dividends on our common stock for the foreseeable future; however, to the extent that we determine in the future to pay dividends on our common stock, the credit agreements governing our senior secured credit facilities, the 2020 Notes Indenture and the 2019 Notes Indenture significantly restrict the ability of our subsidiaries to pay dividends or otherwise transfer assets to us. In addition, Delaware law may impose requirements that may restrict our ability to pay dividends to holders of our common stock.

*There is no existing market for our common stock, and we do not know if one will develop to provide you with adequate liquidity to sell our common stock at prices equal to or greater than the price you paid in this offering.*

Prior to this offering, there has not been a public market for our common stock. We cannot predict the extent to which investor interest in our company will lead to the development of an active trading market on the stock exchange on which we list our common stock or otherwise or how liquid that market might become. If an active trading market does not develop, you may have difficulty selling any of our common stock that you buy. The initial public offering price for the common stock will be determined by negotiations between us and the representatives of the underwriters and may not be indicative of prices that will prevail in the open market following this offering. Consequently, you may not be able to sell our common stock at prices equal to or greater than the price you paid in this offering, or at all.

*The price of our common stock may fluctuate significantly, and you could lose all or part of your investment.*

Volatility in the market price of our common stock may prevent you from being able to sell your common stock at or above the price you paid for your common stock. The market price of our common stock could fluctuate significantly for various reasons, including:

our operating and financial performance and prospects;

our quarterly or annual earnings or those of other companies in our industry;

the public's reaction to our press releases, our other public announcements and our filings with the SEC;

changes in, or failure to meet, earnings estimates or recommendations by research analysts who track our common stock or the stock of other companies in our industry;

the failure of research analysts to cover our common stock;

strategic actions by us, our customers or our competitors, such as acquisitions or restructurings;

new laws or regulations or new interpretations of existing laws or regulations applicable to our business;

changes in accounting standards, policies, guidance, interpretations or principles;

the impact on our profitability temporarily caused by the time lag between when we experience cost increases until these increases flow through cost of sales because of our method of accounting for inventory, or the impact from our inability to pass on such price increases to our customers;

material litigations or government investigations;

changes in general conditions in the U.S. and global economies or financial markets, including those resulting from war, incidents of terrorism or responses to such events;

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changes in key personnel;

sales of common stock by us, Carlyle or members of our management team;

termination of lock-up agreements with our management team and principal stockholders;

the granting or exercise of employee stock options;

volume of trading in our common stock; and

the realization of any risks described under this Risk Factors section.

In addition, in the past four years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of the affected companies. Hence, the price of our common stock could fluctuate based upon factors that have little or nothing to do with our company, and these fluctuations could materially reduce our share price and cause you to lose all or part of your investment. Further, in the past, market fluctuations and price declines in a company's stock have led to securities class action litigations. If such a suit were to arise, it could have a substantial cost and divert our resources regardless of the outcome.

***If we fail to maintain proper and effective internal controls over financial reporting, our ability to produce accurate and timely financial statements could be impaired and investors' views of us could be harmed.***

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, with auditor attestation of the effectiveness of our internal controls, beginning with our annual report on Form 10-K for the fiscal year ending December 31, 2014. If we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of shares of common stock could decline and we could be subject to sanctions or investigations by the stock exchange on which we list our common stock, the SEC or other regulatory authorities, which would require additional financial and management resources.

Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our auditors. Moreover, we cannot be certain that these measures would ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Even if we were to conclude, and our auditors were to concur, that our internal control over financial reporting provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. This, in turn, could have an adverse impact on trading prices for our shares of common stock, and could adversely affect our ability to access the capital markets.

***We are controlled by Carlyle, whose interests in our business may be different than yours.***

As of both June 30, 2013 and December 31, 2012, Carlyle owned 98.4% of our common stock and is able to control our affairs in all cases. Following this offering, Carlyle will continue to own approximately % of our equity (or % if the underwriters exercise their option to purchase additional shares in full). Pursuant to an amended and restated stockholders agreement, a majority of the Board of Directors will be designated by Carlyle and will be affiliated with Carlyle. See Certain Relationships and Related Party Transactions. As a result,



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Carlyle or its nominees to the Board of Directors will have the ability to control the appointment of our management, the entering into of mergers, sales of substantially all of our assets and other extraordinary transactions and influence amendments to our certificate of incorporation. So long as Carlyle continues to own a majority of our common stock, they will have the ability to control the vote in any election of directors and will have the ability to prevent any transaction that requires stockholder approval regardless of whether others believe the transaction is in our best interests. In any of these matters, the interests of Carlyle may differ from or conflict with the interests of our other stockholders. Moreover, this concentration of stock ownership may also adversely affect the trading price for our common stock to the extent investors perceive disadvantages in owning stock of a company with a controlling stockholder. In addition, we have historically paid Carlyle an annual fee for certain advisory and consulting services pursuant to a management agreement. See Certain Relationships and Related Party Transactions. We will pay Carlyle a fee of \$ \_\_\_\_\_ to terminate the management agreement in connection with the consummation of this offering. In addition, Carlyle is in the business of making investments in companies and may, from time to time, acquire interests in businesses that directly or indirectly compete with our business, as well as businesses that are significant existing or potential customers. Carlyle may acquire or seek to acquire assets that we seek to acquire and, as a result, those acquisition opportunities may not be available to us or may be more expensive for us to pursue.

***We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We do not intend to declare and pay dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future and the success of an investment in shares of our common stock will depend upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. However, the payment of future dividends will be at the discretion of our Board of Directors and will depend on, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our Board of Directors deems relevant. Our senior secured credit facilities and the indentures governing the 2019 Notes and the 2020 Notes also effectively limit our ability to pay dividends. As a consequence of these limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock.

***You may suffer immediate and substantial dilution.***

The initial public offering price per share of our common stock is substantially higher than our net tangible book value per common share immediately after the offering. As a result, you may pay a price per share that substantially exceeds the tangible book value of our assets after subtracting our liabilities. At an offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, you may incur immediate and substantial dilution in the amount of \$ \_\_\_\_\_ per share. We also had \_\_\_\_\_ shares of common stock issuable upon the exercise of options outstanding as of \_\_\_\_\_ at a weighted average exercise price of \$ \_\_\_\_\_ per share. To the extent these options are exercised, there may be further dilution. See Dilution.

***Provisions of our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.***

Following this offering, we anticipate our amended and restated certificate of incorporation and amended and restated bylaws will contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

authorize \_\_\_\_\_ shares of common stock, which, to the extent unissued, could be issued without stockholder approval by the Board of Directors to increase the number of outstanding shares and to discourage a takeover attempt;

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authorize the issuance, without stockholder approval, of blank check preferred stock that our Board of Directors could issue to increase the number of outstanding shares and to discourage a takeover attempt;

grant to the Board of Directors the sole power to set the number of directors and to fill any vacancy on the Board of Directors;

limit the ability of stockholders to remove directors only for cause if Carlyle and its affiliates collectively cease to own more than 50% of our common stock and require any such removal to be approved by holders of at least three-quarters of the outstanding shares of common stock;

prohibit our stockholders from calling a special meeting of stockholders if Carlyle and its affiliates collectively cease to own more than 50% of our common stock;

prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders, if Carlyle and its affiliates collectively cease to own more than 50% of our common stock;

provide that the Board of Directors is expressly authorized to adopt, or to alter or repeal our bylaws;

establish advance notice and certain information requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings;

establish a classified Board of Directors, with three staggered terms; and

require the approval of holders of at least three-quarters of the outstanding shares of common stock to amend the bylaws and certain provisions of the certificate of incorporation if Carlyle and its affiliates collectively cease to own more than 50% of our common stock.

In addition, we expect to opt out of Section 203 of the General Corporation Law of the State of Delaware, or the DGCL, which, subject to some exceptions, prohibits business combinations between a Delaware corporation and an interested stockholder, which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation's voting stock for a three-year period following the date that the stockholder became an interested stockholder. See Description of Capital Stock.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company and may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take corporate actions other than those you desire. See Description of Capital Stock.

***Future sales of our common stock in the public market could lower our share price, and any additional capital raised by us through the sale of equity or convertible debt securities may dilute your ownership in us and may adversely affect the market price of our common stock.***

We and substantially all of our stockholders, including our existing selling stockholder, may sell additional shares of common stock in subsequent public offerings. We may also issue additional shares of common stock or convertible debt securities to finance future acquisitions. After the consummation of this offering, we will have \_\_\_\_\_ shares of common stock authorized and \_\_\_\_\_ shares of common stock outstanding. This number includes \_\_\_\_\_ shares of common stock that we are selling in this offering and \_\_\_\_\_ shares that the selling stockholder is selling in this offering, which may be resold immediately in the public market. Of the remaining shares, \_\_\_\_\_, or \_\_\_\_\_% of our total outstanding shares, are restricted from immediate resale under the lock-up agreements between our current stockholders, including our

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existing selling stockholder, and the underwriters described in Underwriting, but may be sold into the market in the near future. These shares and any shares



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which may be issued upon exercise of outstanding options will become available for sale following the expiration of the lock-up agreements, which, without the prior consent of the representatives of the underwriters, is 180 days after the date of this prospectus, subject to compliance with the applicable requirements under Rule 144 of the Securities Act of 1933, as amended, or the Securities Act.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including sales pursuant to Carlyle's registration rights and shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock. See Certain Relationships and Related Party Transactions and Shares Eligible for Future Sale.

***We are a controlled company within the meaning of the rules of the stock exchange on which we list our common stock and, as a result, expect to qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.***

Following the consummation of this offering, we expect Carlyle will continue to control a majority of the voting power of our outstanding common stock. As a result, we expect to be a controlled company within the meaning of the corporate governance standards of the stock exchange on which we list our common stock. Under these rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a controlled company and may elect not to comply with certain corporate governance requirements, including:

the requirement that a majority of the Board of Directors consist of independent directors;

the requirement that we have a nominating and corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;

the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and

the requirement for an annual performance evaluation of the nominating and corporate governance committee and compensation committee.

Following this offering, we intend to utilize these exemptions if we continue to qualify as a controlled company. If we do utilize the exemption, we will not have a majority of independent directors and our nominating and corporate governance and compensation committees will not consist entirely of independent directors and such committees will not be subject to annual performance evaluations. Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the stock exchange on which we list our common stock.

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**FORWARD-LOOKING STATEMENTS**

Any statements made in this prospectus that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These statements often include words such as anticipate, expect, suggests, plan, believe, intend, estimates, targets, projects, should, could, would, may, will, forecast, and forward-looking statements are contained throughout this prospectus, including the sections entitled Prospectus Summary, Risk Factors, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business. We base these forward-looking statements or projections on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances and at such time. As you read and consider this prospectus, you should understand that these statements are not guarantees of performance or results. The forward-looking statements and projections are subject to and involve risks, uncertainties and assumptions and you should not place undue reliance on these forward-looking statements or projections. Although we believe that these forward-looking statements and projections are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements and projections. Factors that may materially affect such forward-looking statements and projections include:

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;

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

risks associated with currency fluctuations and currency exchange;

the divestiture of one or more product lines;

political and economic instability, both in the U.S. and internationally;

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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;

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 intellectual property;

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;

increased costs as a result of operating as a public company;

our ability to comply with new regulations related to conflict minerals;

risks associated with the seasonality of our business;

substantial indebtedness and maintaining compliance with debt covenants;

our ability to incur additional indebtedness;

cash requirements to service indebtedness;

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

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;

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

the amount of the costs, fees, expenses and charges related to this initial public offering and the related costs of being a public company;

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

other factors disclosed in this prospectus; and

other factors beyond our control.

These cautionary statements should not be construed by you to be exhaustive and are made only as of the date of this prospectus. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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**USE OF PROCEEDS**

We estimate the proceeds to us from this offering will be approximately \$ \_\_\_\_\_ million, based on an assumed public offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters' option to purchase additional shares is exercised in full, we estimate we will receive additional net proceeds of approximately \$ \_\_\_\_\_ million.

Certain of the shares of common stock offered by this prospectus are being sold by the selling stockholder. The selling stockholder in this offering is Carlyle. We will not receive any of the proceeds from the sale of shares by the selling stockholder in this offering, including from any exercise by the underwriters of their option to purchase additional shares. For information about the selling stockholder, see "Principal and Selling Stockholders."

We intend to use \$ \_\_\_\_\_ million of the net proceeds from this offering to redeem approximately \$ \_\_\_\_\_ million in principal amount of the 2019 Notes, which bear interest at 8.25% per annum, to pay related fees, expenses and premiums and the remainder for general corporate purposes. See "Certain Relationships and Related Party Transactions" Management Agreement. As of June 30, 2013, the aggregate principal amount outstanding of the 2019 Notes was \$1,500.0 million, excluding accrued and unpaid interest of \$57.1 million. The 2019 Notes mature on January 15, 2019. On or prior to January 15, 2015, under certain circumstances, we may redeem up to 35% of the aggregate principal amount of the 2019 Notes at a redemption price of 108.250% plus accrued and unpaid interest to the redemption date using the proceeds of certain equity offerings, including this initial public offering of our common stock or at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to the redemption date plus a make-whole premium set forth in the 2019 Notes Indenture. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" Description of the 2019 Notes.

Each \$1.00 increase (decrease) in the assumed public offering price would increase (decrease) the net proceeds to us by approximately \$ \_\_\_\_\_ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same. Each increase (decrease) of 1.0 million in the number of shares offered by us would increase (decrease) the net proceeds to us by approximately \$ \_\_\_\_\_ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming the assumed public offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the price range set forth on the cover page of this prospectus. Any increase or decrease in the net proceeds would not change our intended use of proceeds.

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**DIVIDEND POLICY**

Since January 1, 2011, we have declared and paid special cash dividends and distributions in an aggregate amount of \$750.7 million to our equity holders.

Except as set forth in the immediately preceding sentence, we have not otherwise paid dividends in the past and we do not intend to pay any cash dividends for the foreseeable future. We intend to retain earnings, if any, for the future operation and expansion of our business and the repayment of debt. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon our results of operations, cash requirements, financial condition, contractual restrictions, restrictions imposed by applicable laws and other factors that our board of directors may deem relevant. Our ability to pay dividends to holders of our common stock is also dependent upon our subsidiaries' ability to make distributions to us, which is limited by the terms of the agreements governing the terms of their indebtedness. Additionally, the negative covenants in the agreements governing our indebtedness limit our ability to pay dividends and make distributions to our stockholders. For additional information on these limitations see Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources.

**Table of Contents****CAPITALIZATION**

The following table sets forth our consolidated cash and cash equivalents and capitalization as of June 30, 2013 on an (i) actual basis and (ii) as adjusted basis giving effect to this offering and the use of proceeds therefrom as set forth under the heading Use of Proceeds.

The information in this table should be read in conjunction with Use of Proceeds, Selected Historical Financial Information, and Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes thereto included elsewhere in this prospectus.

(dollars in millions, except per share data)	As of June 30, 2013	
	Actual	As adjusted(1) (Unaudited)
Cash and cash equivalents	\$ 223.6	\$
<b>Debt:</b>		
Senior secured credit facilities, consisting of the following(2):		
Revolving credit facility(3)		
Term loan	977.5	
2019 Notes	1,500.0	
2020 Notes	550.0	
Other indebtedness, including capital leases(4)	1.2	
Original issue discount(5)	(12.0)	
Total debt	3,016.7	
<b>Total stockholders' equity:</b>		
Preferred stock, \$0.01 par value per share; no shares authorized or issued and outstanding, actual; shares authorized, no shares issued and outstanding, as adjusted		
Common stock, \$0.01 par value per share: 100,000,000 shares authorized; 51,628,200 shares issued and outstanding, actual; shares authorized, shares issued and shares outstanding, as adjusted	0.5	
Additional paid-in capital	1,663.3	
Retained earnings (accumulated deficit)(6)	(980.7)	
Accumulated other comprehensive (loss)	(35.9)	
Treasury stock, at cost: 320,522 shares, actual; , as adjusted	(10.6)	
Total stockholders' equity	636.6	
<b>Total capitalization</b>	<b>\$ 3,653.3</b>	<b>\$</b>

(1) As adjusted to reflect the issuance of common stock in this offering and the application of the net proceeds therefrom as described in Use of Proceeds, assuming an initial offering price of \$ per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Each \$1.00 increase (decrease) in the assumed public offering price would increase (decrease) the net proceeds to us by approximately \$ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same. Each increase (decrease) of 1.0 million in the number of shares offered by us would increase (decrease) the net proceeds to us by approximately \$ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming the assumed public offering price of \$ per share, which is the midpoint of the price range set forth on the cover page of this prospectus, remains the same. The as adjusted information discussed above is illustrative only and will be adjusted based on the actual public offering price and terms of this offering determined at pricing.

(2)



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The senior secured credit facilities consist of (a) a \$400.0 million revolving credit facility maturing January 2017 and (b) a \$1,000.0 million term loan facility maturing January 2018. As of June 30, 2013, we had no

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outstanding borrowings under our revolving credit facilities and \$58.5 million of outstanding letters of credit. We also had \$977.5 million of outstanding borrowings under the term loan facility. See Note 6 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus and Management’s Discussion and Analysis of Financial Condition and Results of Operations Description of the Senior Secured Credit Facilities.

- (3) As of June 30, 2013, we had no outstanding borrowings under and approximately \$302.1 million in additional borrowing capacity available under our revolving credit facility after giving effect to \$58.5 million of outstanding letters of credit. Our borrowing capacity depends, in part, on inventory, accounts receivable and other assets that fluctuate from time to time and may further depend on lenders discretionary ability to impose reserves and availability blocks and to recharacterize assets that might otherwise incrementally increase borrowing availability.
- (4) Certain of our subsidiaries are parties to lines of credit and letters of credit facilities that remained open after closing of the Acquisition Transactions. As of June 30, 2013, there were no borrowings and approximately \$11.5 million of borrowing capacity under these lines of credit. We had approximately \$4.2 million in letters of credit outstanding and approximately \$2.6 million of remaining capacity under these letters of credit facilities.
- (5) Original issue discount, net of accumulated accretion, as of June 30, 2013 of \$10.6 million related to the term loan and \$1.4 million related to the revolving credit facility.
- (6) As adjusted to reflect the redemption premium and a write-off of deferred financing costs related to the redemption of a portion of the 2019 Notes with the net proceeds from this offering. See Use of Proceeds.

The table set forth above is based on the number of shares of our common stock outstanding as of \_\_\_\_\_, 2013. The table does not reflect:

\_\_\_\_\_ shares of common stock issuable upon the exercise of options outstanding at a weighted average exercise price of \$ \_\_\_\_\_ per share; and

\_\_\_\_\_ shares of common stock reserved for issuance under our 2013 Plan, which we plan to adopt in connection with this offering. Additionally, the information presented above assumes:

no exercise of the option to purchase additional shares by the underwriters;

an initial offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus;

the filing of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws immediately prior to the closing of this offering; and

the completion of a \_\_\_\_\_-for-\_\_\_\_\_ split of our common stock in connection with the filing of our amended and restated certificate of incorporation.

Each \$1.00 increase (decrease) in the assumed public offering price of \$ \_\_\_\_\_ per share would increase (decrease) each of as adjusted additional paid-in capital, total stockholders’ equity and total capitalization by approximately \$ \_\_\_\_\_ million, \$ \_\_\_\_\_ million and \$ \_\_\_\_\_ million, respectively, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We may also increase or decrease the number of shares we are offering. Each increase of 1.0 million shares in the number of shares offered by us at an assumed offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, would increase each of our as adjusted additional paid-in capital, total stockholders’ equity and total capitalization by approximately \$ \_\_\_\_\_ million, \$ \_\_\_\_\_ million and \$ \_\_\_\_\_ million, respectively. Similarly, each decrease of 1.0 million shares in the number of shares offered by us, at an assumed offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, would decrease each of our as adjusted additional paid-in capital, total stockholders’ equity and total capitalization by approximately \$ \_\_\_\_\_ million, \$ \_\_\_\_\_ million and \$ \_\_\_\_\_ million, respectively. The as adjusted information discussed above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.



**Table of Contents****DILUTION**

If you invest in our common stock, your interest will be diluted to the extent of the difference between the initial public offering price per share and the net tangible book value per share after this offering and the use of proceeds therefrom.

As of June 30, 2013, we had net tangible book value of approximately \$       million, or \$       per share. Net tangible book value per share represents total tangible assets less total liabilities divided by the number of shares of common stock outstanding. After giving effect to (i) the sale of       shares of common stock in this offering, based upon an assumed initial public offering price of \$       per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, after deducting estimated offering expenses payable by us and (ii) the use of proceeds therefrom as set forth under the heading Use of Proceeds, as if each had occurred on June 30, 2013, our as adjusted net tangible book value as of June 30, 2013 would have been approximately \$       million, or \$       per share. This represents an immediate decrease in net tangible book value of \$       per share to existing stockholders and an immediate dilution of \$       per share to new investors purchasing common stock in this offering. The following table illustrates this dilution on a per share basis:

Assumed initial public offering price per share	\$
Net tangible book value per share as of June 30, 2013	\$
Increase in net tangible book value per share attributable to this offering and use of proceeds therefrom	

As adjusted net tangible book value per share after this offering

Dilution per share to new investors	\$
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If the underwriters exercise in full their option to purchase additional shares from us, the as adjusted net tangible book value per share would be \$       per share and the dilution to new investors in this offering would be \$       per share.

Each \$1.00 increase (decrease) in the assumed initial offering price would increase (decrease) our as adjusted net tangible book value after this offering by approximately \$       million, the as adjusted net tangible book value per share after this offering by \$       per share and the dilution per share of common stock to new investors by \$       , assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. An increase (decrease) of 1.0 million in the number of shares offered by us would increase (decrease) our as adjusted net tangible book value after this offering by approximately \$       million, the as adjusted net tangible book value per share after this offering by \$       per share and the dilution per share of common stock to new investors by \$       , assuming the public offering price of \$       per share, which is the midpoint of the price range set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

The following table sets forth, as of June 30, 2013, the total number of shares of common stock owned by existing stockholders, including the selling stockholder, and to be owned by new investors, the total consideration paid, and the average price per share paid by our existing stockholders and to be paid by new investors purchasing shares of common stock in this offering. The calculation below is based on an assumed initial public offering price of \$       per share, which is the midpoint of the price range set forth on the cover page of this prospectus, before deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

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	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
(In thousands, other than shares and percentages)					
Existing stockholders		%	\$	%	\$
New investors					
<b>Total</b>		<b>100%</b>	<b>\$</b>	<b>100%</b>	<b>\$</b>

A \$1.00 increase (decrease) in the assumed initial offering price would increase (decrease) total consideration paid by new investors, total consideration paid by all stockholders and average price per share paid by all stockholders by \$ million, \$ million and \$ per share, respectively. An increase (decrease) of 1.0 million in the number of shares offered by us would increase (decrease) total consideration paid by new investors, total consideration paid by all stockholders and average price per share paid by all stockholders by \$ million, \$ million and \$ per share, respectively.

If the underwriters exercise in full their option to purchase additional shares, the as adjusted net tangible book value per share would be \$ per share and the dilution to new investors in this offering would be \$ per share.

The tables and calculations above assume no exercise of outstanding options. As of , there were shares of common stock issuable upon exercise of outstanding options at a weighted average exercise price of approximately \$ per share. To the extent that the outstanding options are exercised, there will be further dilution to new investors purchasing common stock in the offering. See Description of Capital Stock.

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**SELECTED HISTORICAL FINANCIAL INFORMATION**

The following table sets forth our selected historical consolidated financial information. The selected historical consolidated balance sheet data as of December 31, 2012 and 2011 and the selected historical consolidated statements of operations data and cash flow data for the year ended December 31, 2012, the period from January 1, 2011 to January 14, 2011, the period from January 15, 2011 to December 31, 2011 and the year ended December 31, 2010 have been derived from our audited consolidated financial statements and notes thereto that appear elsewhere in this prospectus. The selected historical consolidated balance sheet data as of December 31, 2010, 2009 and 2008 and the selected historical consolidated statements of operations data and cash flow data for the years ended December 31, 2009 and 2008 have been derived from the audited consolidated financial statements of CommScope, Inc. and its consolidated subsidiaries not included in this prospectus. The selected historical financial information as of June 30, 2013 and for the six-month periods ended June 30, 2013 and 2012, have been derived from our unaudited interim condensed consolidated financial statements appearing elsewhere in this prospectus. The selected unaudited condensed consolidated balance sheet data as of June 30, 2012 have been derived from our unaudited interim condensed consolidated financial statements not included in this prospectus. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited financial statements and, in the opinion of our management, include all adjustments necessary for a fair presentation of the information set forth herein. Interim financial results are not necessarily indicative of results that may be expected for the full fiscal year or any future reporting period.

On January 14, 2011, funds affiliated with Carlyle completed the Acquisition. Under the terms of the Acquisition, CommScope, Inc. became a wholly owned subsidiary of CommScope Holding Company, Inc. As a result of the application of acquisition accounting, the assets and liabilities of CommScope, Inc. were adjusted to their estimated fair values as of the closing date of the Acquisition. Accordingly, financial information presented in the following table is presented separately for Predecessor and Successor accounting periods (defined below), which relate to the accounting periods preceding and succeeding the completion of the Acquisition. All references to Successor refer to CommScope Holdings and all its consolidated subsidiaries, including CommScope, Inc., for the period subsequent to the Acquisition. All references to Predecessor refer to CommScope, Inc. and all its consolidated subsidiaries for all periods prior to the Acquisition, which operated under a different ownership and capital structure.

Our selected historical consolidated financial information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes thereto included elsewhere in this prospectus.

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	Predecessor				Successor			
	Year ended December 31,	Year ended December 31,	Year ended December 31,	January 1 January 14,	January 15 December 31,	Year ended December 31,	Six months ended June 30,	Six months ended June 30,
(dollars and shares in thousands, except per share data)	2008	2009	2010	2011	2011	2012	2012	2013
<b>Statement of Operations Data:</b>								
Net sales	\$ 4,016,561	\$ 3,024,859	\$ 3,188,916	\$ 89,016	\$ 3,186,446	\$ 3,321,885	\$ 1,579,655	\$ 1,745,548
Operating costs and expenses:								
Cost of sales	2,936,939	2,159,455	2,251,707	70,753	2,374,357	2,261,204	1,099,181	1,146,650
Selling, general and administrative	501,820	404,562	449,875	63,571	517,903	461,149	222,845	232,393
Research and development	134,777	107,447	119,698	5,277	112,904	121,718	57,848	63,796
Amortization of purchased intangible assets(1)	97,863	85,217	83,056	3,119	171,229	175,676	88,262	86,965
Restructuring costs(2)	37,600	20,645	59,647	9	18,715	22,993	15,381	11,533
Asset Impairments(3)	397,093				126,057	40,907		34,482
Operating income (loss)	(89,531)	247,533	224,933	(53,713)	(134,719)	238,238	96,138	169,729
Other expense, net(4)	(16,865)	(11,227)	(2,835)	(41,421)	(12,924)	(15,379)	(6,514)	(5,272)
Interest expense	(148,860)	(125,400)	(103,065)	(76,091)	(187,733)	(188,974)	(97,560)	(93,837)
Interest income	18,811	4,648	5,161	85	3,741	3,417	2,242	1,610
Income (loss) before income taxes	(236,445)	115,554	124,194	(171,140)	(331,635)	37,302	(5,694)	72,230
Income tax benefit (expense)	7,923	(37,755)	(80,095)	31,086	79,327	(31,949)	(5,687)	(55,209)
Net income (loss)	\$ (228,522)	\$ 77,799	\$ 44,099	\$ (140,054)	\$ (252,308)	\$ 5,353	\$ (11,381)	\$ 17,021
<b>Earnings (loss ) per share:</b>								
Basic	\$	\$	\$	\$	\$	\$	\$	\$
Diluted								
Weighted average shares outstanding:								
Basic								
Diluted								
<b>Balance Sheet Data (at end of period):</b>								
Cash, cash equivalents and short-term investments	\$ 412,111	\$ 702,905	\$ 706,066	\$ 713,491	\$ 317,102	\$ 264,375	\$ 265,472	\$ 223,610
Property, plant and equipment, net	468,140	412,388	343,318	467,942	407,557	355,212	387,400	333,992
Total assets	4,062,760	3,941,316	3,875,452	5,971,203	5,153,189	4,793,264	5,074,522	4,825,106
Total debt	2,041,784	1,544,478	1,346,598	1,435,777	2,563,004	2,470,770	2,528,275	3,016,693
Net debt(5)	1,629,673	841,573	640,532	722,286	2,245,902	2,206,395	2,262,803	2,793,083
Total stockholders' equity	1,008,358	1,548,983	1,669,930	3,092,152	1,365,089	1,182,282	1,344,757	636,583
<b>Other Financial Data:</b>								
Net cash provided by (used in):								
Operating activities	\$ 361,921	\$ 483,630	\$ 226,287	\$ (4,754)	\$ 135,749	\$ 286,135	\$ 19,303	\$ 24,151
Investing activities	(107,360)	(71,951)	14,525	1,259	(3,172,735)	(35,525)	(25,646)	(46,069)
Financing activities	(472,577)	(167,740)	(191,281)	11,395	2,643,881	(299,522)	(39,346)	(14,205)
Capital expenditures	(57,824)	(40,861)	(35,399)	(741)	(38,792)	(27,957)	(13,147)	(16,027)

- (1) Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of \$15.5 million, \$14.5 million and \$14.5 million for the years ended December 31, 2008, 2009 and 2010, respectively, due to a change in accounting policy at the time of the Acquisition. Amortization of purchased intangible assets excludes amortization amounts included in cost of sales of \$0.5 million for the period from January 1, 2011 to January 14, 2011.
- (2) During the years ended December 31, 2008 and 2009, we recorded net restructuring charges of \$37.6 million and \$20.6 million, respectively, as a result of integration and cost reduction actions initiated in 2008 to realign and lower our cost structure and improve capacity utilization. During the year ended December 31, 2010, we recorded net restructuring charges of \$59.6 million, as a result of our restructuring actions to realign and lower our cost structure,

improve capacity utilization and complete integration efforts related to the Andrew acquisition. To achieve these



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objectives, we closed manufacturing facilities in Omaha, Nebraska and Newton, North Carolina, among other actions. Much of the production capacity from these facilities has been shifted to other existing facilities or contract manufacturers. Beginning in the third quarter of 2011 and continuing into 2013, additional restructuring actions were initiated to realign and lower our cost structure primarily through workforce reductions at various U.S. and international facilities.

- (3) During the year ended December 31, 2008, management determined that an indication of potential goodwill impairment existed due to the sustained decrease in our market capitalization below book value along with the consideration of certain 2009 budgeting activities that indicated lower operating results for certain reporting units than had previously been forecasted. As a result, we recorded impairment charges of \$397.1 million. During the year ended December 31, 2011, as a result of reduced expectations of future cash flows of reporting units within the Wireless segment, we determined that certain intangible assets were not recoverable and consequently recorded intangible asset impairment charges of \$45.9 million and a goodwill impairment charge of \$80.2 million. During the year ended December 31, 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location-based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations of future cash flows of this reporting unit, a restructuring action was initiated and certain intangible assets and property, plant and equipment were determined to be impaired. An impairment charge of \$35.0 million was recognized. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain equipment was no longer recoverable. An additional impairment charge of \$5.9 million was recognized within the Wireless segment. During the six months ended June 30, 2013, as a result of lower than expected sales and operating income in the Broadband segment reporting unit, management considered the longer term effect of market conditions and recorded a goodwill impairment charge of \$28.8 million. Also during the six months ended June 30, 2013, within the Wireless segment, we obtained new market data regarding a facility being marketed for sale and recorded an impairment charge of \$3.6 million, and we concluded that certain production equipment would no longer be utilized and recorded a \$2.0 million impairment charge.
- (4) During the years ended December 31, 2008, 2009, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, included foreign exchange losses of \$11.7 million, \$3.4 million, \$2.1 million, \$10.0 million, \$7.0 million, \$3.9 million and \$2.9 million, respectively. For the years ended December 31, 2008 and 2009, the net other expense also included losses of \$2.8 million and \$8.6 million, respectively, on the induced conversion of convertible debt securities. For the year ended December 31, 2011, net other expense also included \$2.5 million of our share of losses in our equity investments and a pretax, non-deductible loss of \$41.8 million on the extinguishment of CommScope, Inc.'s 3.25% convertible notes. During the year ended December 31, 2012, net other expense included our share of losses in our equity investments of \$3.4 million and the impairment of one such investment of \$2.6 million. During the six months ended June 30, 2012 and 2013, net other expense also included costs related to amending our senior secured credit facilities of \$1.7 million and \$1.9 million, respectively, as well as our share of losses in our equity investments of \$1.1 million and \$0.1 million, respectively. During the six months ended June 30, 2013, net other expense also included the impairment of an equity investment of \$0.8 million.
- (5) Net debt consists of total debt less cash, cash equivalents and short-term investments.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations covers periods prior to the consummation of the Acquisition Transactions and subsequent to the Acquisition Transactions. The accompanying audited consolidated financial statements present separately the Predecessor and Successor accounting periods. To facilitate the discussion of the comparative periods, management presents certain financial information for the year ended December 31, 2011 on a combined basis in addition to the separate Predecessor and Successor periods. The year ended December 31, 2011 combined information includes the effects of purchase accounting and the related financing from the date of Acquisition. The year ended December 31, 2011 combined financial information represents the aggregation of the period from January 1, 2011 until January 14, 2011 and the period from January 15, 2011 until December 31, 2011. The combined financial information does not comply with U.S. GAAP and does not purport either to represent actual results or to be indicative of results we might achieve in future periods. It does not include the pro forma effects of the Acquisition Transactions as if they had occurred on January 1, 2011. In addition, the statements in the discussion and analysis regarding industry outlook, our expectations regarding the performance of our business and the forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in Forward-Looking Statements and Risk Factors. Our actual results may differ materially from those contained in or implied by any forward-looking statements. You should read the following discussion together with the sections entitled Risk Factors, Selected Historical Financial Information and the historical audited and unaudited consolidated condensed financial statements, including the related notes, appearing elsewhere in this prospectus. All references to years, unless otherwise noted, refer to our fiscal years, which end on December 31.*

**Overview**

We are a leading global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. We help our customers solve communications challenges by providing critical RF solutions, intelligent connectivity and cabling platforms, data center and intelligent building infrastructure and broadband access solutions.

We serve our customers through three operating segments: Wireless, Enterprise and Broadband. We believe that we are the only company in the world with a significant leadership position in connectivity and essential infrastructure solutions for the wireless, enterprise and residential broadband networks. Through our Andrew brand, we are the global leader in providing merchant RF wireless network connectivity solutions and small cell DAS solutions. Through our SYSTIMAX and Uniprise brands, we are the global leader in enterprise connectivity solutions, delivering a complete end-to-end physical layer solution, including connectivity and cables, enclosures, data center and network intelligence software, in-building wireless, advanced LED systems management and network design services for enterprise applications and data centers. We are also a premier manufacturer of coaxial and fiber optic cable for residential broadband networks globally.

During the periods presented below, the primary sources of revenue for our Wireless segment were (i) product sales of primarily passive transmission devices for the wireless infrastructure market including base station and microwave antennas, hybrid fiber-feeder and power cables, coaxial cable connectors and backup power solutions, including fuel cells and equipment primarily used by wireless operators, (ii) product sales of active electronic devices and services including power amplifiers, filters and tower-mounted amplifiers and (iii) engineering and consulting services and products like small cell DAS that are used to extend and enhance the coverage of wireless networks in areas where signals are difficult to send or receive such as commercial buildings, urban areas, stadiums and transportation systems. Demand for Wireless segment products depends primarily on capital spending by wireless operators to expand their distribution networks or to increase the capacity of their networks.

The primary source of revenue for our Enterprise segment was sales of optical fiber and twisted pair structured cabling solutions and intelligent infrastructure products and software to large, multinational companies, primarily through a global network of distributors, system integrators and value-added resellers. Demand for Enterprise

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segment products depends primarily on information technology spending by enterprises, such as communications projects in new data centers, buildings or campuses, building expansions or upgrades of network systems within buildings, campuses or data centers.

The primary source of revenue for our Broadband segment was product sales to cable television system operators, including cable and communications products that support the multichannel video, voice and high-speed data services of MSOs and coaxial and fiber optic cable for residential broadband networks. Demand for our Broadband segment products depends primarily on capital spending by cable television system operators for maintaining, constructing and rebuilding or upgrading their systems.

Our future financial condition and performance will be largely dependent upon: global spending by wireless operators; global spending by business enterprises on information technology; investment by cable operators and communications companies in the video and communications infrastructure; overall global business conditions; and our ability to manage costs successfully among our global operations. We have experienced significant increases and greater volatility in raw material prices during the past several years as a result of increased global demand, supply disruptions and other factors. We attempt to mitigate the risk of increases in raw material price volatility through effective requirements planning, working closely with key suppliers to obtain the best possible pricing and delivery terms and implementing price increases. Delays in implementing price increases, failure to achieve market acceptance of price increases, or price reductions in response to a rapid decline in raw material costs has in the past and could in the future have a material adverse impact on the results of our operations. Our profitability is also affected by the mix and volume of sales among our various product groups and between domestic and international customers and competitive pricing pressures.

We have undertaken significant cost savings initiatives and restructuring actions over the past several years primarily to realign and to lower our cost structure and improve capacity utilization. Since the Acquisition in 2011, we have recognized restructuring charges of \$53.2 million. Although we do not expect significant additional restructuring charges related to the actions initiated to date, we may undertake further restructuring actions in response to changes in our business and such actions could result in material restructuring charges. We believe the cost savings initiatives and restructuring actions we have undertaken will improve our operating performance and serve as an offset to rising costs.

In connection with the Acquisition, we entered into senior secured credit facilities and issued \$1.5 billion of the 2019 Notes. In May 2013, we issued \$550 million of the 2020 Notes, the net proceeds of which were used to pay cash dividends to our common shareholders and distributions to certain option holders. We intend to use the net proceeds from this offering to redeem a portion of the 2019 Notes. See Use of Proceeds. We expect to recognize a charge related to the premium required to redeem the 2019 Notes as well as a charge related to the write-off of deferred financing fees. We will incur increased interest expense as a result of the issuance of the 2020 Notes. We expect interest expense to decrease as a result of a redemption of a portion of the 2019 Notes.

### **Critical accounting policies and estimates**

Our consolidated financial statements have been prepared in conformity with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates and their underlying assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other objective sources. Management bases its estimates on historical experience and on assumptions that are believed to be reasonable under the circumstances and revises its estimates, as appropriate, when changes in events or circumstances indicate that revisions may be necessary.

The following critical accounting policies and estimates reflected in our financial statements are based on management's knowledge of and experience with past and current events and on management's assumptions about future events. It is reasonably possible that they may ultimately differ materially from actual results. See Note 2 in the Notes to Audited Consolidated Financial Statements included elsewhere in this prospectus for a description of all of our significant accounting policies.

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### ***Revenue recognition***

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the selling price is fixed or determinable and collectability is reasonably assured. The majority of our revenue comes from product sales. Revenue from product sales is recognized when the risks and rewards of ownership have passed to the customer and revenue is measurable. Revenue is not recognized related to products sold to contract manufacturers that we anticipate repurchasing in order to complete the sale to the ultimate customer.

Revenue for certain of our products is derived from multiple-element contracts. The value of the revenue elements within these contracts is allocated based on the relative selling price of each element. The relative selling price is determined using vendor-specific objective evidence of selling price or other third party evidence of selling price, if available. If these forms of evidence are unavailable, revenue is allocated among elements based on management's best estimate of the stand-alone selling price of each element.

Certain revenue arrangements are for the sale of software and services. Revenue for software products is recognized based on the timing of customer acceptance of the specific revenue elements. The fair value of each revenue element is determined based on vendor-specific objective evidence of fair value determined by the stand-alone pricing of each element. These contracts typically contain post-contract support, or PCS, services which are sold both as part of a bundled product offering and as a separate contract. Revenue for PCS services is recognized ratably over the term of the PCS contract. Other service revenue is typically recognized once the service is performed or over the period of time covered by the arrangement.

### ***Reserves for sales returns, discounts, allowances, rebates and distributor price protection programs***

We record reductions to revenue for anticipated sales returns as well as customer programs and incentive offerings, such as discounts, allowances, rebates and distributor price protection programs. These estimates are based on contract terms, historical experience, inventory levels in the distributor channel and other factors.

Management generally believes it has sufficient historical experience to allow for reasonable and reliable estimation of these reductions to revenue. However, deteriorating market conditions could result in increased sales returns and allowances and potential distributor price protection incentives, resulting in future reductions to revenue. If management does not have sufficient historical experience to make a reasonable estimation of these reductions to revenue, recognition of the revenue is deferred until management believes there is a sufficient basis to recognize such revenue.

### ***Allowance for doubtful accounts***

We maintain allowances for doubtful accounts for estimated losses expected to result from the inability of our customers to make required payments. These estimates are based on management's evaluation of the ability of our customers to make payments, focusing on customer financial difficulties and age of receivable balances. An adverse change in financial condition of a significant customer or group of customers could have a material adverse impact on our consolidated results of operations.

### ***Inventory reserves***

We maintain reserves to reduce the value of inventory based on the lower of cost or market principle, including allowances for excess and obsolete inventory. These reserves are based on management's assumptions about and analysis of relevant factors including current levels of orders and backlog, forecasted demand, market conditions and new products or innovations that diminish the value of existing inventories. If actual market conditions deteriorate from those anticipated by management, additional allowances for excess and obsolete inventory could be required.

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### ***Product warranty reserves***

We recognize a liability for the estimated claims that may be paid under our customer warranty agreements to remedy potential deficiencies of quality or performance of our products. The product warranties extend over periods ranging from one to twenty-five years from the date of sale, depending upon the product subject to the warranty. We record a provision for estimated future warranty claims based upon the historical relationship of warranty claims to sales and specifically identified warranty issues. We base our estimates on historical experience and on assumptions that are believed to be reasonable under the circumstances and revise our estimates, as appropriate, when events or changes in circumstances indicate that revisions may be necessary. Although these estimates are based on management's knowledge of and experience with past and current events and on management's assumptions about future events, it is reasonably possible that they may ultimately differ materially from actual results, including in the case of a significant product failure.

### ***Restructuring***

We have periodically recorded restructuring charges, primarily related to employee severance. Restructuring charges represent our best estimate of the associated liability at the date the charges are recognized. Adjustments for changes in assumptions are recorded as a component of operating expenses in the period they become known. Differences between actual and expected charges and changes in assumptions could have a material effect on our restructuring accrual as well as our consolidated results of operations.

### ***Tax valuation allowances, liabilities for unrecognized tax benefits and other tax reserves***

We establish an income tax valuation allowance when available evidence indicates that it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we consider the amounts and timing of expected future deductions or carryforwards and sources of taxable income that may enable utilization. We maintain an existing valuation allowance until sufficient positive evidence exists to support its reversal. Changes in the amount or timing of expected future deductions or taxable income may have a material impact on the level of income tax valuation allowances. If we determine that we will not be able to realize all or part of a deferred tax asset in the future, an increase to an income tax valuation allowance would be charged to earnings in the period such determination was made.

We recognize income tax benefits related to particular tax positions only when it is considered more likely than not that the tax position will be sustained if examined on its technical merits by tax authorities. The amount of benefit recognized is the largest amount of tax benefit that is evaluated to be greater than 50% likely to be realized. Considerable judgment is required to evaluate the technical merits of various positions and to evaluate the likely amount of benefit to be realized. Based on developments in tax laws, regulations and interpretations, changes in assessments of the likely outcome of uncertain tax positions could have a material impact on the overall tax provision.

We establish deferred tax liabilities for the estimated tax cost associated with foreign earnings that we do not consider permanently reinvested. These liabilities are subject to adjustment if we determine that foreign earnings previously considered to be permanently reinvested should no longer be so considered.

We also establish allowances related to value added and similar tax recoverables when it is considered probable that those assets are not recoverable. Changes in the probability of recovery or in the estimates of the amount recoverable are recognized in the period such determination is made and may be material to earnings.

### ***Contingent liabilities***

We are subject to a number of contingent liabilities, including product warranty claims and legal proceedings, among others, that could have a material adverse effect on our operating results, liquidity or financial position. We consider whether a reasonable range of such contingent liabilities can be estimated. We record our best estimate of a loss when the loss is considered probable. Where a liability is probable and there is a range of estimated loss with no best estimate in the range, we record the minimum estimated liability. As additional information becomes available, we assess the potential liability and revise our estimates. It is possible that actual outcomes will differ from assumptions and material adjustments to the liabilities may be required.

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### ***Purchase price allocation***

Recording an acquisition (including the January 14, 2011 acquisition of CommScope, Inc. by Carlyle) and the required purchase price allocation under U.S. GAAP requires considerable judgment. Tangible assets and liabilities are recorded at their estimated fair values based on observable market values or management judgment. Separable intangible assets are identified and valued. In the absence of market transactions, the valuation of such assets is generally estimated based on subjective discounted cash flow methods. For amortizable intangible assets, a remaining useful life is selected, which requires estimates regarding the future periods that will benefit from the assets.

### ***Impairment reviews of definite-lived intangible assets and other long-lived assets***

Management reviews definite-lived intangible assets, investments and other long-lived assets for impairment when events or changes in circumstances indicate that their carrying values may not be fully recoverable. This analysis differs from our goodwill impairment analysis in that an intangible asset impairment is only deemed to have occurred if the sum of the forecasted undiscounted future net cash flows related to the assets being evaluated is less than the carrying value of the assets. If the forecasted net cash flows are less than the carrying value, then the asset is written down to its estimated fair value. Changes in the estimates of forecasted net cash flows may cause additional asset impairments, which could result in charges that are material to our results of operations.

During 2011, as a result of reduced expectations of future cash flows from certain intangible assets identified in the Acquisition, we determined that these assets were impaired, and we recognized a pretax impairment charge of \$45.9 million.

During 2012, we revised our outlook for a reporting unit within the Wireless segment that provides location-based mobile applications, resulting in a decrease in expected future cash flows. As a result of these reduced expectations, due in part to reduced expectations of customer demand, certain intangible assets and property, plant and equipment were determined to be impaired. We recognized a pretax impairment charge of \$35.0 million. Also during 2012, as a result of a shift in customer demand, we determined that the carrying value of certain production equipment was no longer recoverable. We recognized an additional pretax impairment charge of \$5.9 million within the Wireless segment.

### ***Impairment reviews of goodwill***

We test goodwill for impairment annually as of October 1 and on an interim basis when events occur or circumstances indicate the carrying value of these intangibles may no longer be recoverable. Goodwill is evaluated at the reporting unit level, which may be the same as a reportable segment or a level below a reportable segment. Step one of the goodwill impairment test is a comparison of the carrying value of a reporting unit to its estimated fair value. We estimate the fair value of a reporting unit through the use of a discounted cash flow, or DCF, valuation model. The significant assumptions in the DCF model are the annual revenue growth rate, the annual operating income margin and the discount rate used to determine the present value of the cash flow projections. Among other inputs, the annual revenue growth rate and operating income margin are determined by management using historical performance trends, industry data, insight derived from customers, relevant changes in the reporting unit's underlying business and other market trends that may affect the reporting unit. The discount rate is based on the estimated weighted average cost of capital as of the test date of market participants in the industry in which the reporting unit operates. The assumptions used in the DCF model are subject to significant judgment and uncertainty. Changes in projected revenue growth rates, projected operating income margins or estimated discount rates due to uncertain market conditions, loss of one or more key customers, changes in technology, or other factors, could result in one or more of our reporting units with a significant amount of goodwill failing step one of the goodwill impairment test in the future. It is possible that future impairment reviews may indicate additional impairments of goodwill and/or intangible assets, which could be material to our results of operations and financial position. Our historical or projected revenues or cash flows may not be indicative of actual future results.

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The goodwill balances as of June 30, 2013, December 31, 2012 and December 31, 2011 were as follows:

Reportable segment	Reporting Unit	Goodwill balance (in millions)		
		December 31, 2011	December 31, 2012	June 30, 2013
Wireless	Cable Products	\$ 281.2	\$ 280.1	\$ 280.1
Wireless	Base Station Antennas	173.7	172.0	168.8
Wireless	Microwave Antenna Group	126.4	131.1	131.1
Wireless	Wireline	5.2		
Wireless	Distributed Coverage and Capacity Solutions	162.1	161.4	161.3
Enterprise	Enterprise	638.9	636.5	656.2
Broadband	Broadband	96.4	92.8	64.0
Total		\$ 1,483.9	\$ 1,473.9	\$ 1,461.5

*2013 interim goodwill analysis*

During the first six months of 2013, the Broadband segment experienced lower than expected levels of sales and operating income. Management considered these changes and the longer term effect of market conditions on the continued operations of the business and determined that an indicator of possible impairment existed. A step one goodwill impairment test was performed using a DCF valuation model. Based on the estimated fair values generated by the DCF model, the Broadband reporting unit did not pass step one of the goodwill impairment test. A step two analysis was performed and a preliminary goodwill impairment charge of \$28.8 million was recorded during the three months ended June 30, 2013. The step two valuation is expected to be completed in the third quarter and any revision to the preliminary impairment charge will be recorded at that time. The goodwill impairment charge resulted primarily from lower projected operating results than those from the 2012 annual impairment test.

A summary of the effect of changes in key assumptions, assuming all other assumptions remain constant, on the fair value compared to the carrying value, as of the impairment test date is as follows:

Reportable Segment	Reporting unit	Actual valuation	Deficit of estimated fair value compared to the carrying value as a percent of carrying value		
			Decrease of 0.5% in annual revenue growth rate	Decrease of 0.5% in annual operating income margin	Increase of 0.5% in discount rate
Broadband	Broadband	(1.3)%	(5.0)%	(6.1)%	(4.7)%

The weighted average discount rate used in the interim impairment test for the Broadband reporting unit was 11.0% compared to 11.5% that was used in the 2012 annual goodwill impairment test.

*2012 Annual goodwill analysis*

The annual test of goodwill was performed using a DCF valuation model for each of the reporting units with goodwill balances as of October 1, 2012. Based on the estimated fair values generated by our DCF models, no reporting units failed step one of the goodwill impairment test.

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A summary of the excess (deficit) of estimated fair value over (under) the carrying value of the reporting unit as a percent of the carrying value as of the annual impairment test dates and the effect of changes in the key assumptions, assuming all other assumptions remain constant, is as follows:

Reportable Segment	Reporting unit	Excess (deficit) of estimated fair value over (under) the carrying value as a percent of carrying value			
		Actual valuation	Decrease of 0.5% in annual revenue growth rate	Decrease of 0.5% in annual operating income margin	Increase of 0.5% in discount rate
Wireless	Cable Products	1.6%	0.9%	(0.7)%	(2.6)%
Wireless	Base Station Antennas	2.3	1.5	(0.3)	(1.9)
Wireless	Microwave Antenna Group	4.2	3.2	1.6	(0.7)
Wireless	Distributed Coverage and Capacity Solutions	42.0	39.9	39.3	35.4
Enterprise	Enterprise	45.5	43.2	43.1	37.3
Broadband	Broadband	14.3	13.8	10.7	9.4

The weighted average discount rates used in the 2012 annual test were 12.4% for the Wireless reporting units and 11.5% for both the Enterprise and Broadband reporting units. These discount rates were generally slightly lower than those used in the 2011 annual goodwill impairment test.

*2011 Annual goodwill analysis*

During 2011, we recorded goodwill impairment charges of \$45.5 million and \$34.7 million related to the Wireline and Microwave Antenna Group reporting units, respectively. The goodwill impairment charge resulted primarily from cash flow projections that were lower than those used in the purchase price allocation performed as of January 14, 2011. Due to the realignment of the business in 2012, remaining Wireline reporting unit goodwill of \$5.2 million has been allocated to the Microwave Antenna Group reporting unit within our Wireless segment.

*Pension and other postretirement benefits*

Our pension and other postretirement benefit costs and liabilities are developed from actuarial valuations. Critical assumptions inherent in these valuations include the discount rate, rate of return on plan assets and mortality rates. Assumptions are subject to change each year based on changes in market conditions and in management's assumptions about future events. Differences between estimated amounts and actual results as well as changes in the critical assumptions may have a material impact on future pension and other postretirement benefit costs and liabilities.

The discount rate enables management to state expected future cash flows as a present value on the measurement date. A lower discount rate increases the present value of benefit obligations and generally increases retirement benefit expense.

*Equity-based compensation expense*

We recognize equity-based compensation expense for those awards expected to meet the vesting criteria. The expense is recognized on a straight-line basis over the requisite service period for all awards and for performance-vesting awards is evaluated at the tranche level. The exercise price for options is equal to the estimated fair value of the common stock at the time of grant.

We utilize the Black-Scholes option pricing model to estimate the fair value of options at their grant date. The subjective inputs in estimating the fair value of the options granted are the expected option term, expected volatility, marketability discount and the estimated fair value of our common stock. We considered the expected holding period under our private equity ownership in developing the expected option term assumption. We considered the historical volatility of comparable public companies in developing the volatility assumption and utilized put option pricing models for the marketability discount. The estimated fair value of our common stock was based on discounted cash flow models and comparisons to comparable companies. The assumptions used in



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calculating the estimated fair value of stock options represent management's best estimates. If different assumptions are used in the future, our equity-based compensation expense could be materially different. In addition, if forfeiture rates are materially different than our expectation, equity-based compensation expense in future periods could be materially different than the current period.

The following summarizes option grant activity for the years ended December 31, 2011 and 2012 and for the six months ended June 30, 2013 (options in thousands).

	Year Ended December 31, 2011	Year Ended December 31, 2012	Six Months Ended June 30, 2013
Options Granted	2,500	536	238
Exercise Price (1)	\$ 17.20	\$ 16.70	\$ 26.70
Weighted Average Fair Value of Options Granted	\$ 11.33	\$ 9.73	\$ 14.06

(1) Net of equitable adjustments to the exercise price in connection with the special dividends.

**Results of operations**

The following table sets forth for the periods indicated, the consolidated statements of income items expressed as a percentage of total net sales.

	Predecessor			Combined Year ended December 31, 2011	Successor		Six months ended June 30, 2012	Six months ended June 30, 2013
	Year ended December 31, 2010	January 1 January 14, 2011	January 15 December 31, 2011		Year ended December 31, 2012	Six months ended June 30, 2012		
Gross profit	29.4%	20.6%	25.5%	25.4%	31.9%	30.4%	34.3%	
Selling, general and administrative expense	14.1	71.5	16.3	17.8	13.9	14.1	13.3	
Research and development expense	3.8	6.0	3.5	3.6	3.7	3.7	3.7	
Amortization of purchased intangible assets	2.6	3.5	5.4	5.3	5.3	5.6	5.0	
Restructuring costs	1.9		0.6	0.6	0.7	1.0	0.7	
Asset impairments			4.0	3.8	1.2		2.0	
Net interest expense	3.1	85.4	5.8	7.9	5.6	6.0	5.3	
Other expense, net	0.1	46.5	0.4	1.7	0.5	0.4	0.3	
Income tax (expense) benefit	(2.5)	34.9	2.5	3.4	(1.0)	(0.4)	(3.2)	
Net income (loss)	1.4	(157.4)	(7.9)	(12.0)	0.2	(0.7)	1.0	

**Table of Contents****Comparison of results of operations for the three and six months ended June 30, 2013 with the three and six months ended June 30, 2012**

(dollars in millions)	Three Months Ended June 30, 2012		Three Months Ended June 30, 2013		\$ change	% change
	Amount	% of net sales	Amount	% of net sales		
Net sales	\$ 835.9	100.0%	\$ 940.9	100.0%	\$ 105.0	12.6%
Gross profit	262.9	31.5	333.8	35.5	70.9	27.0
Selling, general and administrative expense	117.1	14.0	123.4	13.1	6.3	5.4
Research and development expense	29.3	3.5	33.8	3.6	4.5	15.4
Amortization of purchased intangible assets	44.1	5.3	43.7	4.6	(0.4)	(0.9)
Restructuring costs	7.3	0.9	9.7	1.0	2.4	32.9
Asset impairments			28.8	3.1	28.8	100.0
Net interest expense	45.0	5.4	47.1	5.0	2.1	4.7
Other expense, net	3.2	0.4	1.8	0.2	(1.4)	(43.8)
Income tax expense	10.3	1.2	44.2	4.7	33.9	NM
Net income	\$ 6.6	0.8%	\$ 1.1	0.1%	\$ (5.5)	(83.3)%

(dollars in millions)	Six Months Ended June 30, 2012		Six Months Ended June 30, 2013		\$ change	% change
	Amount	% of net sales	Amount	% of net sales		
Net sales	\$ 1,579.7	100.0%	\$ 1,745.5	100.0%	\$ 165.8	10.5%
Gross profit	480.5	30.4	598.9	34.3	118.4	24.6
Selling, general and administrative expense	222.8	14.1	232.4	13.3	9.6	4.3
Research and development expense	57.8	3.7	63.8	3.7	6.0	10.4
Amortization of purchased intangible assets	88.3	5.6	87.0	5.0	(1.3)	(1.5)
Restructuring costs	15.4	1.0	11.5	0.7	(3.9)	(25.3)
Asset impairments			34.5	2.0	34.5	100.0
Net interest expense	95.3	6.0	92.2	5.3	(3.1)	(3.3)
Other expense, net	6.5	0.4	5.3	0.3	(1.2)	(18.5)
Income tax expense	5.7	0.4	55.2	3.2	49.5	NM
Net income (loss)	\$ (11.4)	(0.7)%	\$ 17.0	1.0%	\$ 28.4	NM

NM Not meaningful

**Net sales.** The increase in net sales for the three and six months ended June 30, 2013 as compared to the corresponding prior year periods was attributable to higher Wireless segment net sales that were partially offset by lower net sales in our Broadband and Enterprise segments. Net sales were higher in the U.S. in both the three and six months ended June 30, 2013. EMEA net sales were higher in the three months ended June 30, 2013, than the comparable prior year period due principally to sales to a major Middle Eastern wireless operator. CALA net sales were strong in the six months ended June 30, 2013 as compared to the same period in 2012. Foreign exchange rate changes had a negligible impact on net sales for the three and six months ended June 30, 2013 as compared to the same 2012 periods. For further details by segment, see the section titled Segment results below.

**Gross profit (net sales less cost of sales).** The increases in gross profit and gross profit margin for the three and six months ended June 30, 2013 were due to higher sales volumes, favorable change in the mix of products sold, lower raw materials costs and benefits from cost savings initiatives. Cost of sales for the three and six months ended June 30, 2012 included a \$3.1 million charge related to a Broadband product warranty matter related to products sold in 2006 and 2007. While no further charges are expected related to this matter, it is reasonably possible that we could recognize up to a comparable level of additional charges in future periods.

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**Selling, general and administrative expense.** Selling, general and administrative, or SG&A, expense increased for the three and six months ended June 30, 2013 as compared to the corresponding 2012 periods primarily due to an increase in equity-based compensation expense and sales commissions, partially offset by a decrease in bad debt expense of \$2.0 million and \$4.3 million for the three and six months ended June 30, 2013, respectively, that is not currently expected to continue. SG&A as a percentage of net sales was lower for the three and six months ended June 30, 2013 as compared to the comparable periods of 2012 due to the increase in net sales for the 2013 periods as compared with the 2012 periods.

**Research and development.** R&D expense was higher for the three and six months ended June 30, 2013 as compared to the comparable prior year periods. R&D expense as a percentage of net sales for the three and six months ended June 30, 2013 was comparable to the prior year periods. R&D activities generally relate to ensuring that our products are capable of meeting the developing technological needs of our customers, bringing new products to market and modifying existing products to better serve our customers, and we expect these activities to continue at a comparable level in future periods.

**Amortization of purchased intangible assets.** The amortization of purchased intangible assets was \$0.4 million and \$1.3 million lower in the three and six months ended June 30, 2013, respectively, as compared to the prior year periods due to impairments of certain intangible assets recorded in the third quarter of 2012, partially offset by the additional amortization resulting from the acquisition of iTRACS. The amortization is primarily related to intangible assets established as a result of applying acquisition accounting following the Acquisition.

**Restructuring costs.** We recognized net pretax restructuring costs of \$9.7 million and \$11.5 million during the three and six months ended June 30, 2013, respectively, compared with \$7.3 million and \$15.4 million during the three and six months ended June 30, 2012, respectively. The restructuring costs recognized in 2013 and 2012 were primarily related to announced workforce reductions at various U.S. and international facilities.

Additional pretax costs related to completing actions announced to date are not expected to be significant. Additional restructuring actions may be identified and resulting charges and cash requirements could be material.

**Asset impairments.** We recognized impairment charges of \$28.8 million and \$34.5 million in the three and six months ended June 30, 2013, respectively. The impairment charges were primarily related to the impairment of goodwill in the Broadband segment and certain property and equipment in the Wireless segment. It is possible that we may incur additional asset impairment charges in future periods.

**Net interest expense.** We incurred net interest expense of \$47.1 million and \$92.2 million during the three and six months ended June 30, 2013, respectively, compared to \$45.0 million and \$95.3 million for the three and six months ended June 30, 2012, respectively. As a result of amending the senior secured term loan during the first half of 2013, primarily to lower the interest rate, interest expense included a write-off of \$0.5 million of deferred financing costs and original issue discount. The amendments to the senior secured term loan and asset-based revolving credit facility during the first half of 2012, primarily to lower the interest rate, resulted in a write-off of deferred financing costs and original issue discount of \$3.1 million which was included in interest expense. We incurred \$3.0 million of interest expense during the three and six months ended June 30, 2013 on the 2020 Notes. Excluding these charges and the interest expense from the 2020 Notes, net interest expense decreased in the three and six months ended June 30, 2013 compared to the prior year period primarily due to interest savings resulting from the amendments to the senior secured term loan.

Our weighted average effective interest rate on outstanding borrowings, including the amortization of deferred financing costs and original issue discount, was 7.09% as of June 30, 2013, 7.33% as of December 31, 2012 and 7.20% as of June 30, 2012.

**Other expense, net.** Foreign exchange losses of \$2.6 million and \$2.9 million were included in other expense, net for the three and six months ended June 30, 2013, respectively, compared to \$2.7 million and \$3.9 million for the three and six months ended June 30, 2012, respectively. We incurred costs of \$1.9 million during the six months ended June 30, 2013 related to amending our senior secured term loan, compared to costs of \$1.7 million in the six months ended June 30, 2012, related to the amendments of our senior secured term loan and asset-based revolving credit facility. Additionally, other expense, net for the three and six months ended June 30, 2013

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included the Company's share of income (losses) in our equity investments of \$0.8 million and \$(0.1) million, respectively, compared to \$(0.7) million and \$(1.1) million for the three and six months ended June 30, 2012, respectively. Also included in other expense, net for the six months ended June 30, 2013 was the impairment of one such investment of \$0.8 million.

**Income taxes.** Our effective income tax rate for the three and six months ended June 30, 2013 was impacted by the following significant items:

establishment of a valuation allowance of \$29.5 million related to foreign tax credit carryforwards that we have determined are not likely to be realized as a result of the expected increase in future interest expense from the issuance of the 2020 Notes during the quarter;

there was no tax benefit recognized on the \$28.8 million goodwill impairment charge that was recorded during the quarter; and

reversal of a previously established valuation allowance of \$8.3 million related to net operating loss carryforwards in a foreign jurisdiction as a result of improved profitability.

In addition to the items listed above, our effective income tax rate for the three and six months ended June 30, 2013 was also impacted by losses in certain foreign jurisdictions where we did not recognize tax benefits due to the likelihood of them not being realizable, tax costs associated with repatriation of foreign earnings and adjustments related to prior years' tax returns in various jurisdictions.

Our pretax income (loss) for the three and six months ended June 30, 2012 included losses in jurisdictions for which we did not recognize a tax benefit.

Excluding discrete items and losses in foreign jurisdictions where no tax benefits are recognized, our effective income tax rate is generally higher than the 35% statutory rate primarily due to the provision for state income taxes and certain tax costs associated with repatriation of foreign earnings. We expect to continue to provide U.S. taxes on substantially all of our foreign earnings in anticipation that such earnings will be repatriated to the U.S.

**Segment results**

(dollars in millions)	Three Months Ended June 30, 2012		2013		\$ change	% change
	Amount	% of net sales	Amount	% of net sales		
Net sales by segment:						
Wireless	\$ 463.3	55.4%	\$ 591.5	62.9%	\$	