

COMMSCOPE INC  
Form DEFA14A  
December 07, 2010

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

Washington, D.C. 20549

**SCHEDULE 14A**

**(RULE 14a-101)**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

**COMMSCOPE, INC.**

(Name of registrant as specified in its charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(5) Total fee paid:

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(6) Amount Previously Paid:

(7) Form, Schedule or Registration Statement No.:

(8) Filing Party:

(9) Date Filed:

This filing consists of a press release issued by CommScope, Inc. on December 6, 2010.

**News Release: For Immediate Release**

**CommScope to Commence Mailing of Definitive Proxy Statement**

**In Connection With Proposed Merger with The Carlyle Group**

**Special Meeting of Stockholders Scheduled for December 30, 2010**

**HICKORY, NC, December 6, 2010** CommScope, Inc. (NYSE: CTV), a global leader in infrastructure solutions for communications networks, has filed with the Securities and Exchange Commission definitive proxy materials in connection with the proposed transaction with global alternative asset manager The Carlyle Group. The company expects to commence mailing of the definitive proxy materials to CommScope stockholders this week. As previously announced on October 27, 2010, CommScope entered into a merger agreement with an affiliate of Carlyle, pursuant to which Carlyle will acquire all of the outstanding shares of CommScope common stock for \$31.50 per share in cash.

A special meeting of CommScope stockholders to consider and vote upon the proposed transaction will be held at 2 p.m. EST on December 30, 2010, at the offices of Robinson, Bradshaw & Hinson, P.A., 101 North Tryon Street, Suite 1900, Charlotte, North Carolina. CommScope stockholders of record as of the close of business on December 3, 2010, are entitled to vote at the special meeting.

CommScope's board of directors has unanimously approved the Carlyle transaction and recommends that all CommScope stockholders vote **FOR** the approval of the merger agreement and the merger. Adoption of the merger agreement and the merger requires the approval of a majority of the outstanding shares of CommScope common stock entitled to vote at the meeting.

As previously announced, CommScope was granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the proposed Carlyle transaction. The transaction remains subject to antitrust clearance in certain foreign jurisdictions and approval of CommScope stockholders, as well as other customary closing conditions, and is expected to close in the first quarter of 2011.

CommScope stockholders are encouraged to read the company's definitive proxy materials in their entirety as they provide, among other things, a detailed discussion of the process that led to the proposed merger and the reasons behind the board of directors' unanimous recommendation that stockholders vote **FOR** the approval and adoption of the merger agreement and the merger.

CommScope stockholders who have questions about the merger, need assistance in submitting their proxy or voting their shares should contact the company's proxy solicitor, Morrow & Co, LLC, 470 West Avenue - 3rd Floor, Stamford, CT 06902, or by calling toll free at 800-969-2372 (for stockholders) or 800-662-5200 (for brokerage firms and banks), or email [commscope.info@morrowco.com](mailto:commscope.info@morrowco.com).

Allen & Company LLC is serving as financial advisor and Gibson, Dunn & Crutcher LLP is serving as legal advisor to CommScope in connection with the transaction.

**END**

#### **About CommScope**

CommScope, Inc. (NYSE: CTV; [www.commscope.com](http://www.commscope.com)) provides essential infrastructure that makes communication possible. We empower people to connect and communicate seamlessly where, when, and how they choose. Our solutions and services for wired and wireless networks enable high-bandwidth data, video, and voice applications everywhere – at home, at work, and on the go. Through every wave of technology, CommScope helps the world connect and evolve. Backed by numerous respected brands such as Andrew<sup>®</sup>, SYSTIMAX<sup>®</sup> and Uniprise<sup>®</sup>, CommScope supports customers in more than 100 countries around the world through its focus on integrity, ethics, quality and technical innovation.

#### **About The Carlyle Group**

The Carlyle Group is a global alternative asset manager with \$97.7 billion of assets under management committed to 78 funds as of September 30, 2010. Carlyle invests across three asset classes – private equity, real estate and credit alternatives – in Africa, Asia, Australia, Europe, North America and South America focusing on aerospace & defense, automotive & transportation, consumer & retail, energy & power, financial services, healthcare, industrial, infrastructure, technology & business services and telecommunications & media. Since 1987, the firm has invested \$64.7 billion of equity in 1015 transactions. The Carlyle Group employs more than 900 people in 19 countries. As of June 30, 2009, in the aggregate, Carlyle portfolio companies have more than \$84 billion in revenue and employ more than 398,000 people around the world. Web: [www.carlyle.com](http://www.carlyle.com); Case Studies: [www.carlylegroupcreatesvalue.com](http://www.carlylegroupcreatesvalue.com); Video: [www.youtube.com/OneCarlyle](http://www.youtube.com/OneCarlyle)

#### **Forward Looking Statements**

This press release includes forward-looking statements that are based on information currently available to management, management's beliefs, as well as on a number of assumptions concerning future events. Forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors, which could cause the actual results to differ materially from those currently expected. For a more detailed description of the factors that could cause such a difference, please see CommScope's filings with the Securities and Exchange Commission. In providing forward-looking statements, the company does not intend, and is not undertaking any obligation or duty, to update these statements as a result of new information, future events or otherwise.

#### **Additional Information and Where to Find It**

In connection with the proposed merger, CommScope, Inc. (the Company) has filed a definitive proxy statement and form of proxy with the SEC on December 6, 2010. THE COMPANY'S SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED MERGER BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. The Company's stockholders are able to obtain, without charge, a copy of the definitive proxy statement and other relevant documents filed with the SEC from the SEC's website at <http://www.sec.gov>. The Company's stockholders will also be able to obtain, without charge, a copy of the proxy statement and other relevant documents (when available) by directing a request by mail or telephone to CommScope, Inc., Attn: Secretary, 1100 CommScope Place SE, Hickory, North Carolina 28602, telephone: (828) 324-2200, or from the Company's website, <http://www.commscope.com>.

The Company and its directors and officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders with respect to the proposed merger. Information about the Company's directors and executive officers and their ownership of the Company's common stock is set forth in the proxy statement for the Company's 2010 Annual Meeting of Stockholders, which was filed with the SEC on March 19, 2010. Stockholders may obtain additional information regarding the interests of the Company and its directors and executive officers in the proposed merger, which may be different than those of the Company's stockholders generally, by reading the proxy statement and other relevant documents regarding the proposed merger, when filed with the SEC.

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