

M/A-COM Technology Solutions Holdings, Inc.

Form 4

February 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHUNG PETER Y

2. Issuer Name **and** Ticker or Trading
Symbol
**M/A-COM Technology Solutions
Holdings, Inc. [MTSI]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O SUMMIT PARTNERS 222
BERKELEY STREET,, 18TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Indirect GP of 10% Owner

(Street)
BOSTON, MA 02116

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/28/2016		S	(A) or (D) Amount 2,700,000 (1) Price \$ 37.7	3,515,938 (2)	I	See Remarks.

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHUNG PETER Y C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116	X Indirect GP of 10% Owner

Signatures

Robin W. Devereux, Power of Attorney for Peter Y.
Chung 02/01/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares sold by the following entities: 1,683,844 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P.; 1,011,343 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P.; 4,496 shares of common stock sold by Summit Investors I, LLC; 317 shares of common stock sold by Summit Investors I (UK), L.P.
- (2) Represents shares held by the following entities: 2,183,778 by Summit Partners Private Equity Fund VII-A, L.P.; 1,311,613 shares by Summit Partners Private Equity Fund VII-B, L.P.; 5,832 shares by Summit Investors I, LLC; 412 shares by Summit Investors I (UK), L.P.; 14,303 shares and restricted stock units in the name of Peter Y. Chung, which are held for the benefit of Summit Partners, L.P.

Remarks:

Summit Partners, L.P. is the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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