

MACOM Technology Solutions Holdings, Inc.

Form 4

November 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Behfar Alex

(Last) (First) (Middle)

C/O MACOM TECHNOLOGY
SOLUTIONS HOLDINGS, 100
CHELMSFORD STREET

(Street)

LOWELL, MA 01851

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & Chief Scientist, Photonic

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/09/2016		A	3,242 (1)	A \$ 0 22,376 (2)	D	
Common Stock	11/09/2016		A	25,000 (3)	A \$ 0 47,376	D	
Common Stock	11/09/2016		A	25,000 (4)	A \$ 0 72,376	D	
Common Stock	11/09/2016		A	4,190 (5)	A \$ 0 76,566	D	
	11/09/2016		A		A \$ 0 80,686	D	

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Common Stock 4,120
(6)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40.25	11/09/2016		A	10,000	(7) 11/08/2023	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Behfar Alex C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS 100 CHELMSFORD STREET LOWELL, MA 01851	Director 10% Owner Officer SVP & Chief Scientist, Photonic

Signatures

/s/ Clay Simpson,
Attorney-in-Fact 11/14/2016

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Represents restricted stock units granted to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. These restricted stock units vest in four equal annual installments on May 15, 2018, May 15, 2019, May 15, 2020 and May 15, 2021, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date.

- (2) The reported ownership includes 465 shares acquired under the Issuer's Employee Stock Purchase Plan in May 2016.
- (3) Restricted stock units, each representing the contingent right to receive one share of the Issuer's common stock. These restricted stock units vest 8,333, 8,333 and 8,334 shares each at November 15, 2017, November 15, 2018 and November 15, 2019.
- (4) Restricted stock units, each representing the contingent right to receive one share of the Issuer's common stock. These restricted stock units vest 12,500 shares each at November 15, 2020 and November 15, 2021.

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

- (5) Omnibus Incentive Plan which vested on November 9, 2016. These PRSUs will settle in shares of Common Stock on May 15, 2017, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.
- (6) Represents performance-based restricted stock units ("PRSUs") granted on November 13, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2016. These PRSUs will settle in shares of Common Stock on May 15, 2017, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.
- (7) The stock option vests in full upon achievement of a 30-day trailing average stock price based performance metric during the term of the stock option.

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

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