

MACOM Technology Solutions Holdings, Inc.

Form 4

December 12, 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 *
OCAMPO JOHN L

(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)
12/08/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/08/2016		S <u>(1)</u>		3,700	D \$ 51.86 <u>(2)</u>	330,800	I	By John Ocampo Charitable Remainder Trust <u>(3)</u>
Common Stock	12/08/2016		S <u>(1)</u>		3,700	D \$ 51.86 <u>(2)</u>	330,800	I	By Susan Ocampo Charitable Remainder Trust ⁽³⁾

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Common Stock	12/08/2016	<u>S⁽¹⁾</u>	40,697	D	\$ <u>52.45</u> ⁽⁴⁾	290,103	I	By John Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/08/2016	<u>S⁽¹⁾</u>	40,697	D	\$ <u>52.45</u> ⁽⁴⁾	290,103	I	By Susan Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/08/2016	<u>S⁽¹⁾</u>	5,603	D	\$ <u>53.17</u> ⁽⁵⁾	284,500	I	By John Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/08/2016	<u>S⁽¹⁾</u>	5,603	D	\$ <u>53.17</u> ⁽⁵⁾	284,500	I	By Susan Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/09/2016	<u>S⁽¹⁾</u>	21,300	D	\$ <u>49.82</u> ⁽⁶⁾	263,200	I	By Susan Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/09/2016	<u>S⁽¹⁾</u>	21,300	D	\$ <u>49.82</u> ⁽⁶⁾	263,200	I	By John Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/09/2016	<u>S⁽¹⁾</u>	18,325	D	\$ <u>50.42</u> ⁽⁷⁾	244,875	I	By John Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/09/2016	<u>S⁽¹⁾</u>	18,325	D	\$ <u>50.42</u> ⁽⁷⁾	244,875	I	By Susan Ocampo Charitable Remainder Trust ⁽³⁾
Common Stock	12/09/2016	<u>S⁽¹⁾</u>	7,575	D	\$ <u>51.42</u> ⁽⁸⁾	237,300	I	By John Ocampo Charitable Remainder Trust ⁽³⁾
	12/09/2016	<u>S⁽¹⁾</u>	7,575	D		237,300	I	

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Common Stock					\$ 51.42 (8)				By Susan Ocampo Charitable Remainder Trust (3)
Common Stock	12/09/2016	S(1)	1,850	D	\$ 52.47 (9)	235,450	I		By John Ocampo Charitable Remainder Trust (3)
Common Stock	12/09/2016	S(1)	1,850	D	\$ 52.47 (9)	235,450	I		By Susan Ocampo Charitable Remainder Trust (3)
Common Stock	12/09/2016	S(1)	950	D	\$ 53.23 (10)	234,500	I		By John Ocampo Charitable Remainder Trust (3)
Common Stock	12/09/2016	S(1)	950	D	\$ 53.23 (10)	234,500	I		By Susan Ocampo Charitable Remainder Trust (3)
Common Stock						9,742,056	I		By Ocampo Family Trust-2001 (3)
Common Stock						3,290,000	I		By trust for son (3)
Common Stock						3,290,000	I		By trust for daughter (3)
Common Stock						3,290,000	I		By trust for son (3)

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

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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 Repo 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
OCAMPO JOHN L C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS 100 CHELMSFORD STREET LOWELL, MA 01851	X	X	Chairman	
OCAMPO SUSAN C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS 100 CHELMSFORD STREET LOWELL, MA 01851	X	X		

Signatures

/s/ Clay Simpson, Attorney-in-Fact for John Ocampo and Susan Ocampo

12/12/2016

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) The shares were sold pursuant to a sales plan adopted by the Reporting Persons and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.69 to \$51.98. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The Reporting Persons are trustees of the John Ocampo Charitable Remainder Trust, the Susan Ocampo Charitable Remainder Trust, the Ocampo Family Trust - 2001 and the trusts for the benefit of their children.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.96. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.41. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.54 to \$49.99. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.99. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.85. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.94. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$53.01 to \$53.35. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.