COMMSCOPE INC
Form DEFA14A
December 09, 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 x 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.

x Definitive Additional Materials.

¨ Soliciting Material Pursuant to §240.14a-12.

COMMSCOPE, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x 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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(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 9, 2010.

News Release: For Immediate Release

Leading Proxy Advisory Firm ISS

Recommends CommScope Stockholders Vote FOR Merger

With The Carlyle Group

Proposed Transaction Receives Regulatory Clearance from European Commission

and South Africa

CommScope Urges All Stockholders to Vote FOR the Proposed Merger on their Proxy Cards Today

HICKORY, NC, December 9, 2010 CommScope, Inc. (NYSE: CTV), a global leader in infrastructure solutions for communications networks, today announced that ISS, the leading independent proxy advisory service, recommends that CommScope stockholders vote FOR the company s proposed merger with an affiliate of global alternative asset manager The Carlyle Group at the special meeting of stockholders, scheduled for December 30, 2010. The recommendations of ISS are relied upon by hundreds of major institutional investment firms, mutual funds and other fiduciaries throughout the country.

ISS recommendation confirms our board of directors unanimous view that the transaction with Carlyle delivers significant cash value and is in the best interests of CommScope and all of our stockholders, said Frank Drendel, chairman of the board and chief executive officer, CommScope. We urge all CommScope stockholders to vote FOR the proposed transaction with Carlyle today so that their votes can be counted at the upcoming special meeting.

CommScope also announced today that the proposed merger with Carlyle has received clearance from the European Commission and South Africa. As previously noted in the company s definitive proxy materials that were filed with the Securities and Exchange Commission on December 6, 2010, the proposed transaction with Carlyle has received regulatory clearance in Russia. Additionally, as previously announced, the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice granted early termination of the waiting period under Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the merger. The transaction remains subject to antitrust clearance in the People s Republic of China and approval of CommScope stockholders, as well as other customary closing conditions, and is expected to close in the first quarter of 2011.

CommScope noted that the 30-calendar day waiting period in the People s Republic of China for review of the company s specific Chinese antitrust filings has commenced and is expected to conclude in early January.

Under terms of the definitive merger agreement between CommScope and Carlyle, previously announced on October 27, 2010, funds affiliated with Carlyle will acquire all 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 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.

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) 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®, SYSTIMAX® and Uniprise®, 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; Case Studies: www.carlylegroupcreatesvalue.com; Video: 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) filed a definitive proxy statement and form of proxy with the Securities and Exchange Commission (SEC) on December 6, 2010. THE COMPANY S SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED MERGER BECAUSE IT CONTAINS 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 are also able to obtain, without charge, a copy of the definitive 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 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 definitive proxy statement and other relevant documents regarding the proposed merger, when filed with the SEC.

Contacts:

For CommScope

Investor Contacts:

Philip Armstrong

+1 828-323-4848

Mark Huegerich

+1 828-431-2540

News Media Contact:

For The Carlyle Group

News Media Contact:

Chris Ullman

+1 202-729-5399 or

chris.ullman@carlyle.com

Rick Aspan

+1 708-236-6568 or

publicrelations@commscope.com

Matthew Sherman or James Golden

Joele Frank, Wilkinson Brimmer Katcher

+1 212-355-4449