SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<u>CARLSON DOUGLAS J</u>	2. Date of Event Requiring Staten Month/Day/Year .0/09/2017	ment 1	Issuer Name and Ticker or Trading Symbol ACOM Technology Solutions Holdings, Inc. [MTSI]					
(Last) (First) (Middle) C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	r (Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
100 CHELMSFORD STREET			X Officer (give title below) SVP & GM, RF & M	Other (spec below) ficrowave	6. l	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) LOWELL MA 01851						-	y More than One	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			14,672 ⁽¹⁾⁽²⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Securit		4. Conversion or Exercise	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
Stock Option (Right to Buy)	(3)	08/14/2020	Common Stock	600	2	D		
Stock Option (Right to Buy)	(4)	11/13/2022	Common Stock	10,000	32.1	D		
Stock Option (Right to Buy)	(5)	11/09/2023	Common Stock	20,000	40.25	D		

Explanation of Responses:

1. Includes (i) 4,000 restricted stock units ("RSUs") granted on March 14, 2017, which vest as follows: 1,000 RSUs vest on February 15, 2018, 1,000 RSUs vest on February 15, 2019, 1,000 RSUs vest on February 15, 2020 and 1,000 RSUs vest on February 15, 2021, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date; (ii) 2,383 RSUs granted on March 17, 2016, which vest as follows: 794 RSUs vest on February 15, 2018, 794 RSUs vest on February 15, 2019 and 795 RSUs vest on February 15, 2020, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date; [continued below]

2. (iii) 1,806 RSUs granted on March 23, 2015, which vest as follows: 903 RSUs vest on February 15, 2018 and 903 RSUs vest on vest on February 15, 2019, provided that the Reporting Person remains in continuous service with the Issuer through each vesting date; and (iv) 875 RSUs granted on January 29, 2014, which vest on February 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through such vesting date. All RSUs were granted to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan and each RSU represents the contingent right to receive one share of Common Stock.

3. The Stock Option vested in full on August 1, 2014.

4. 100% of the Stock Option shall become vested and exercisable in the event that the 30 trading day trailing average closing price per share of the Common Stock meets or exceeds \$64.22 per share.

5. 100% of the Stock Option shall become vested and exercisable in the event that the 30 trading day trailing average closing price per share of the Common Stock meets or exceeds \$66.96 per share.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Clay Simpson, Attorney-in-10/19/2017

<u>Fact</u>

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

EXHIBIT 24 TO FORM 3 POWER OF ATTORNEY

I, Douglas J. Carlson, hereby authorize and designate each of Robert McMullan, Clay Simpson and Ambra Roth, signing singly, as my true and lawful attorney-in-fact to:

(1) execute for and on my behalf, in my capacity as an officer and/or director of MACOM Technology Solutions Holdings, Inc. and its affiliates (the "Company"), the Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder;

(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby further grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitutes or revocation, hereby ratifying and confirming all that such attorney-in fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until I am no longer required to file the Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-infact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 11th day of October, 2017.

<u>/s/ Douglas J. Carlson</u> Name: Douglas J. Carlson