

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>Kennedy John Francis</u> (Last) (First) (Middle) <u>C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS</u> <u>100 CHELMSFORD STREET</u> (Street) <u>LOWELL MA 01851</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MACOM Technology Solutions Holdings, Inc. [MTSI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & GM, A&D Solutions</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	11/09/2016		A		3,184 ⁽¹⁾	A	\$0	23,160	D	
Common Stock	11/09/2016		A		3,798 ⁽²⁾	A	\$0	26,958	D	
Common Stock	11/09/2016		A		3,735 ⁽³⁾	A	\$0	30,693	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$40.25	11/09/2016		A		10,000		(4)	11/08/2023	Common Stock	10,000	\$0	10,000	D	

Explanation of Responses:

- 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. The 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.
- 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.
- 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.
- 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.

Remarks:

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

** 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 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).

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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