

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 February 01, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SUMMIT PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
 M/A-COM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 222 BERKELEY STREET 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2016

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Manager of GP of 10% owner

(Street)
 BOSTON, MA 02116

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

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

(City) (State) (Zip)

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 | 01/28/2016 | | S | (A) or (D) D | Amount 2,700,000 (1) Price \$ 37.7 | 3,515,938 (2) I | See Remarks |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Manager of GP of 10% owner |
| SUMMIT MASTER COMPANY, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Manager of Manager of 10% owne |
| Summit Investors Management, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Manager of 10% owner |
| Summit Partners PE VII, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks |
| Summit Partners PE VII, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks |
| MANNION MARTIN J 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | Manager of GP of 10% owner |

Signatures

| | |
|---|------------|
| Summit Partners, L.P., by Robin W. Devereux, POA for Martin J. Mannion, Member | 02/01/2016 |
| **Signature of Reporting Person | Date |
| Summit Master Company, LLC, by Robin W. Devereux, POA for Martin J. Mannion, Member | 02/01/2016 |
| **Signature of Reporting Person | Date |

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| | |
|---|------------|
| Summit Investors Management, LLC, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Martin J. Mannion, Member | 02/01/2016 |
| __Signature of Reporting Person | Date |
| Summit Partners PE VII, L.P., by Summit Partners PE VII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Robin W. Devereux, POA for Martin J. Mannion, Member | 02/01/2016 |
| __Signature of Reporting Person | Date |
| Summit Partners PE VII, LLC, by Summit Partners L.P., its Manager, by Robin W. Devereux, POA for Martin J. Mannion, Member | 02/01/2016 |
| __Signature of Reporting Person | Date |
| Robin W. Devereux, POA for Martin J. Mannion | 02/01/2016 |
| __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) Represents shares sold by the following entities: 1,683,844 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P.; 1,011,343 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P.; 4,496 shares of common stock sold by Summit Investors I, LLC; 317 shares of common stock sold by Summit Investors I (UK), L.P.
 - (2) Represents shares held by the following entities: 2,183,778 in the name of Summit Partners Private Equity Fund VII-A, L.P.; 1,311,613 shares in the name of Summit Partners Private Equity Fund VII-B, L.P.; 5,832 shares in the name of Summit Investors I, LLC; 412 shares in the name of Summit Investors I (UK), L.P.; 14,303 shares and restricted stock units in the name of Peter Y. Chung, which are held for the benefit of Summit Partners, L.P.

Remarks:

Summit Partners, L.P. is the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners, L.P.

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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