

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 February 11, 2015

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2015

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 See Remarks.

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
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/11/2015 | | S | (A) Amount 2,235,000 (D) 28.575 | \$ 6,248,926 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks. |
| SUMMIT MASTER COMPANY, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks. |
| Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks. |
| 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 C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116 | | | | See Remarks. |

Signatures

Summit Partners, L.P., by Robin W. Devereux, POA for Joseph F. Trustey, Member

02/11/2015

__Signature of Reporting Person

Date

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| | |
|---|------------|
| Summit Master Company, LLC, by Robin W. Devereux, POA for Joseph F. Trustey, Member | 02/11/2015 |
| __Signature of Reporting Person | Date |
| Summit Investors Management, LLC, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joesph F. Trustey, Member | 02/11/2015 |
| __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 Joseph F. Trustey, Member | 02/11/2015 |
| __Signature of Reporting Person | Date |
| Summit Partners PE VII, LLC, by Summit Partners, L.P., its Manager, by Robin W. Devereux, POA for Joseph F. Trustey, Member | 02/11/2015 |
| __Signature of Reporting Person | Date |
| Robin W. Devereux, POA for Martin J. Mannion | 02/11/2015 |
| __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: 1,393,848 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 837,167 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 3,722 shares of common stock sold by Summit Investors I, LLC, 263 shares of common stock sold by Summit Investors I (UK), L.P.
 - (2) Represents shares held by the following entities: 3,889,178 shares in the name of Summit Partners Private Equity Fund VII-A, L.P.; 2,335,903 shares in the name of Summit Partners Private Equity Fund VII-B, L.P.; 10,386 shares in the name of Summit Investors I, LLC; 733 shares in the name of Summit Investors I (UK), L.P.; 12,726 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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