

Croteau John
Form 4
November 14, 2017

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 *
Croteau John

2. Issuer Name and Ticker or Trading Symbol
MACOM Technology Solutions Holdings, Inc. [MTSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS, 100 CHELMSFORD STREET

(Street)

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

LOWELL, MA 01851

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/09/2017		A		22,500 (1) \$ 0 67,355	D	
Common Stock	11/09/2017		A		22,127 (2) \$ 0 89,482	D	
Common Stock	11/09/2017		A		13,670 (3) \$ 0 103,152	D	
Common Stock						I	By trust (4)
					47,914		

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 33.66	11/09/2017		A	20,000 <u>(5)</u>	11/09/2017 ⁽⁵⁾	05/05/2022	Common Stock	20,000 <u>(5)</u>		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Croteau John C/O MACOM TECHNOLOGY SOLUTIONS HOLDINGS 100 CHELMSFORD STREET LOWELL, MA 01851	X		President and CEO	

Signatures

/s/ Clay Simpson,
Attorney-in-Fact
11/14/2017

__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 performance-based restricted stock units ("PRSUs") granted on May 5, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.
- (2) Represents PRSUs granted on November 13, 2015 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

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(3) Represents PRSUs granted on November 9, 2016 to the Reporting Person under the Issuer's 2012 Omnibus Incentive Plan which vested on November 9, 2017. These PRSUs will settle in shares of Common Stock on May 15, 2018, provided that the Reporting Person remains in continuous service with the Issuer through the settlement date.

(4) The shares are held in a trust for the benefit of the Reporting Person's spouse, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

(5) On May 5, 2015 the Reporting Person was granted an option to purchase 100,000 shares of Common Stock. The stock option vests upon achievement of certain performance metrics in any four consecutive fiscal quarters completed during the term of the stock option. On November 9, 2017 certain performance criteria were certified to have been met, resulting in vesting of the stock option as to an additional 20,000 shares.

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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