

HYDROGENICS CORP
Form 4
August 28, 2014

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 *
CommScope, Inc. of North Carolina

(Last) (First) (Middle)
1100 COMMSCOPE PLACE, SE
(Street)
HICKORY, NC 28602
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HYDROGENICS CORP [HYGS]

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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, no par value | 08/26/2014 | | S | | 14,800 D \$ 22.962 (1) | 1,629,206 | D (2) |
| Common Stock, no par value | 08/27/2014 | | S | | 1,700 D \$ 22.1527 (3) | 1,627,506 | D (2) |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CommScope, Inc. of North Carolina 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | X | | |
| CommScope Holding Company, Inc. 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | X | | |
| COMMSCOPE INC 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | X | | |

Signatures

| | | |
|---|---------------------------------|------------|
| CommScope, Inc. of North Carolina, by its Senior Vice President, Frank B. Wyatt, II, /s/Frank B. Wyatt, II | **Signature of Reporting Person | 08/28/2014 |
| | | Date |
| CommScope Holding Company, Inc., by its Senior Vice President, Frank B. Wyatt, II, /s/Frank B. Wyatt, II | **Signature of Reporting Person | 08/28/2014 |
| | | Date |
| CommScope, Inc., by its Senior Vice President, Frank B. Wyatt, II, /s/Frank B. Wyatt, II | **Signature of Reporting Person | 08/28/2014 |
| | | 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) The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.33 to \$24.15. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a

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security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

The amount listed reflects the beneficial ownership of the issuer's securities owned by CommScope, Inc. of North Carolina ("CommScope NC"), all of which may be deemed attributable to CommScope Holding Company, Inc. and CommScope, Inc. because

(2) CommScope NC is a wholly-owned subsidiary of CommScope, Inc., which is itself a wholly-owned subsidiary of CommScope Holding Company, Inc.

The price shown is the weighted average price of the shares sold in this transaction. The price range for this transaction is \$22.00 to

- (3) \$22.70. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price for this transaction.

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

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