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COMMSCOPE INC
Form POS AM
May 31, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 31, 2002
REGISTRATION NO. 333-94691

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COMMSCOPE, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

36-4135495
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

1100 CommScope Place, SE
P.O. Box 339
Hickory, North Carolina 28602
(828) 324-2200
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

Frank B. Wyatt, II, Esq.
Senior Vice President, General Counsel and Secretary
COMMSCOPE, INC.
1100 CommScope Place, SE
P.O. Box 339
Hickory, North Carolina 28602
(828) 324-2200
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:
Lois Herzeca, Esq.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
One New York Plaza
New York, New York 10004
(212) 859-8000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: This
post-effective amendment deregisters those CommScope 4% convertible
subordinated notes due 2006 and any shares of common stock into which such
notes are convertible that remain unsold hereunder as of the date hereof.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

DEREGISTRATION OF SECURITIES

On January 14, 2000, CommScope, Inc., a Delaware corporation, filed a registration statement (the "Registration Statement") on Form S-3 (SEC File No. 333-94691) to register \$172,500,000 aggregate principal amount of its 4% convertible subordinated notes due 2006 and 3,579,581 shares of CommScope common stock into which those notes are convertible. On February 9, 2000, the Securities and Exchange Commission declared the Registration Statement effective. Since that time, from time to time, CommScope has filed prospectus supplements under the Registration Statement to add additional selling securityholders to the Registration Statement.

Effective as of the date hereof, CommScope is terminating the offering of securities pursuant to the Registration Statement. In accordance with an undertaking in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities which remain unsold at the termination of the offering, CommScope hereby removes from registration all securities under the Registration Statement which remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hickory, State of North Carolina, on May 28, 2002.

COMMSCOPE, INC.

By: /s/ Frank M. Drendel

Frank M. Drendel

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Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	CAPACITY IN WHICH SIGNED -----	DATE -----
/s/ Frank M. Drendel ----- Frank M. Drendel	Chairman and Chief Executive Officer (Principal Executive Officer)	May 28, 2002
* ----- Jearld L. Leonhardt	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
* ----- William R. Gooden	Senior Vice President and Controller (Principal Accounting Officer)	
* ----- Edward D. Breen	Director	
* ----- Duncan M. Faircloth	Director	
* ----- Boyd L. George	Director	
/s/ June E. Travis ----- June E. Travis	Director	May 30, 2002
* ----- George N. Hutton, Jr.	Director	
* ----- James N. Whitson	Director	
* By: /s/ Frank B. Wyatt, II ----- Frank B. Wyatt, II Attorney-in-Fact		May 28, 2002