

M/A-COM Technology Solutions Holdings, Inc.

Form 4

June 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
05/29/2015

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Remarks.

(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
X Form filed by More than One Reporting
Person

BOSTON, MA 02116

(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)
Common Stock	05/29/2015		S	(A) or (D) 34,565 (1)	\$ 38.3179	6,215,938 (2) I	See Remarks.

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Repor Trans (Instr
				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
SUMMIT PARTNERS L P 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.
SUMMIT MASTER COMPANY, LLC 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

06/02/2015

__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 Joesph F. Trustey, Member	06/02/2015
____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	06/02/2015
____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	06/02/2015
____Signature of Reporting Person	Date
Robin W. Devereux, POA for Martin J. Mannion	06/02/2015
____Signature of Reporting Person	Date
Summit Master Company, LLC, by Robin W. Devereux, POA for Joseph F. Trustey, Member	06/02/2015
____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: 21,556 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P.; 12,947 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P.; 58 shares of common stock sold by Summit Investors I, LLC; 4 shares of common stock sold by Summit Investors I (UK), L.P.
- (2) Represents shares held by the following entities: 3,867,622 in the name of Summit Partners Private Equity Fund VII-A, L.P.; 2,322,956 shares in the name of Summit Partners Private Equity Fund VII-B, L.P.; 10,328 shares in the name of Summit Investors I, LLC; 729 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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