

CHUNG PETER Y
Form 4
January 24, 2013

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 *
CHUNG PETER Y

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)
**C/O SUMMIT PARTNERS, 222
BERKELEY STREET, 18TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below) Indirect GP of 10% Owner

(Street)
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
☐ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/22/2013		A		3,355 (2)	A \$ 0	8,474,662 (1) I
							Shares acquired are indirect. See footnote (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)

displays a currently valid OMB control number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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

CHUNG PETER Y
C/O SUMMIT PARTNERS
222 BERKELEY STREET, 18TH FLOOR
BOSTON, MA 02116

X

Indirect GP of 10% Owner

Signatures

Robin W. Devereux, Power of Attorney for Peter Y.
Chung

01/24/2013

**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) The Common Stock is held as follows: 5,283,026 shares in the name of Summit Partners Private Equity Fund VII-A, L.P.; 3,173,070 shares in the name of Summit Partners Private Equity Fund VII-B, L.P.; 14,108 shares in the name of Summit Investors I, LLC; 996 shares in the name of Summit Investors I (UK), L.P.; 3,462 shares in the name of Peter Y. Chung, which are held for the benefit of Summit Partners, L.P.

Represents restricted stock units granted to Mr. Chung as a part of the director compensation program. The restricted stock units will settle on February 14, 2014 solely by delivery of an equal number of shares of Common Stock. Mr. Chung is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Mr. Chung holds the restricted stock units for the benefit of (2) Summit Partners, L.P., which determines when the Common Stock underlying the restricted stock units will be sold and is entitled to the proceeds. Accordingly, Summit Partners, L.P. and Summit Master Company, LLC may be deemed indirect beneficial owners of the restricted stock units. Mr. Chung, Summit Partners, L.P. and Summit Master Company, LLC each disclaims beneficial ownership of the restricted stock units except to the extent of their pecuniary interest therein.

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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