

M/A-COM Technology Solutions Holdings, Inc.
 Form 4
 March 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

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

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

(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

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)
			Code	V	Amount	(D)	Price
Common Stock	02/28/2014		A		2,970 (1)	A	\$ 0
					8,482,364 (2)	I	

Shares acquired are indirect. See footnote. (1)

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)
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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
Date: 03/04/2014

**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).

Represents restricted stock units granted to Mr. Chung as part of the director compensation program. The restricted stock units will settle on February 16, 2015 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 (1) 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.

(2) 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.; 11,164 shares in the name of Peter Y. Chung, which are held for the benefit 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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