

ARRIS GROUP INC

Form 4

December 29, 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 \*  
MARGOLIS LAWRENCE A

(Last) (First) (Middle)

3871 LAKEFIELD DR.

(Street)

SUWANEE, GA 30024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ARRIS GROUP INC [ARRS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/08/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, CORP STRATEGY AND ADMIN

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>                   | 12/24/2015                              |                                                             | M                                       | V 67,849 A \$ 0                                                         | 517,125                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                                  | 10/08/2015                              |                                                             | G                                       | 36,500 D \$ 0                                                           | 480,625                                                                                                            | D                                                                       |                                                                   |
| Restricted<br>stock (P)<br>130329 <sup>(2)</sup> | 12/24/2015                              |                                                             | F                                       | 21,784<br><sup>(3)</sup> D \$<br>29.41                                  | 23,646                                                                                                             | D                                                                       |                                                                   |
| Restricted<br>stock (P)<br>130329 <sup>(2)</sup> | 12/24/2015                              |                                                             | M                                       | 23,646<br><sup>(4)</sup> D \$ 0                                         | 0                                                                                                                  | D                                                                       |                                                                   |
|                                                  | 12/24/2015                              |                                                             | F                                       |                                                                         | 5,910                                                                                                              | D                                                                       |                                                                   |

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|                                                  |            |   |                          |    |          |        |   |
|--------------------------------------------------|------------|---|--------------------------|----|----------|--------|---|
| Restricted<br>stock (T)<br>130329 <sup>(5)</sup> |            |   | 5,447<br><sup>(3)</sup>  | \$ | 29.41    |        |   |
| Restricted<br>stock (T)<br>130329 <sup>(5)</sup> | 12/24/2015 | M | 5,910<br><sup>(4)</sup>  | D  | \$ 0     | 0      | D |
| Restricted<br>stock (T)<br>130712 <sup>(5)</sup> | 12/24/2015 | F | 10,565<br><sup>(3)</sup> | D  | \$ 29.41 | 11,466 | D |
| Restricted<br>stock (T)<br>130712 <sup>(5)</sup> | 12/24/2015 | M | 11,466<br><sup>(4)</sup> | D  | \$ 0     | 0      | D |
| Restricted<br>stock (P)<br>130712 <sup>(2)</sup> | 12/24/2015 | F | 3,093<br><sup>(3)</sup>  | D  | \$ 29.41 | 3,357  | D |
| Restricted<br>stock (P)<br>130712 <sup>(2)</sup> | 12/24/2015 | M | 3,357<br><sup>(4)</sup>  | D  | \$ 0     | 0      | D |
| Restricted<br>stock (T)<br>140327 <sup>(5)</sup> | 12/24/2015 | F | 8,477<br><sup>(3)</sup>  | D  | \$ 29.41 | 9,200  | D |
| Restricted<br>stock (T)<br>140327 <sup>(5)</sup> | 12/24/2015 | M | 9,200<br><sup>(4)</sup>  | D  | \$ 0     | 0      | D |
| Restricted<br>stock (T)<br>150330 <sup>(5)</sup> | 12/24/2015 | M | 9,843<br><sup>(4)</sup>  | D  | \$ 0     | 9,072  | D |
| Restricted<br>stock (T)<br>150330 <sup>(5)</sup> | 12/24/2015 | F | 9,072<br><sup>(3)</sup>  | D  | \$ 29.41 | 0      | D |
| Restricted<br>stock (T)<br>120328 <sup>(5)</sup> | 12/24/2015 | F | 4,079<br><sup>(3)</sup>  | D  | \$ 29.41 | 4,427  | D |
| Restricted<br>stock (T)<br>120328 <sup>(5)</sup> | 10/08/2015 | M | 4,427<br><sup>(4)</sup>  | D  | \$ 0     | 0      | D |
| Restricted<br>stock (P)<br>150330 <sup>(2)</sup> |            |   |                          |    |          | 37,830 | D |
| Restricted<br>stock (P)<br>140327 <sup>(2)</sup> |            |   |                          |    |          | 47,140 | D |

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

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| MARGOLIS LAWRENCE A<br>3871 LAKEFIELD DR.<br>SUWANEE, GA 30024 | EVP, CORP STRATEGY AND ADMIN     |

## Signatures

/s/ Lawrence A. Margolis 12/29/2015

\*\*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) In connection with the planned transaction between ARRIS Group, Inc. and Pace plc, pursuant to Section 4985 of the Code, an excise tax may be imposed on the ARRIS officers. To avoid the excise tax becoming due on such equity awards, the ARRIS board of directors approved the accelerated vesting of certain equity awards. The number here represents shares of ARRIS acquired pursuant to the accelerated vesting.
- (2) Represents an equity award grant that is performance-based and can vest between 0 and 200% of the grant amount based on the Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period. Amount shown reflects maximum vesting of the award at the 200% level.
- (3) Represents shares withheld to cover payroll tax liability on vesting of previously granted restricted shares.

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- (4) Represents the vested portion of equity award grant converting to common stock.
- (5) Represents a restricted stock grant which vests in four equal annual installments beginning one year from the grant date.

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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