

M/A-COM Technology Solutions Holdings, Inc.
Form SC 13G
February 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

M/A-COM Technology Solutions Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

55405Y100

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Edgar Filing: M/A-COM Technology Solutions Holdings, Inc. - Form SC 13G

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 55405Y100

Page 2 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 55405Y100

Page 3 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners PE VII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 55405Y100

Page 4 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners PE VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 9,745,341 shares
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%
12 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 55405Y100

Page 5 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners Private Equity Fund VII-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 55405Y100

Page 6 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Partners Private Equity Fund VII-B, L.P.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware
 5 SOLE VOTING POWER

NUMBER OF
 SHARES 6 0 shares
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
 EACH 7 9,745,341 shares
 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
 SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 55405Y100

Page 7 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 Summit Investors Management, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware
5 SOLE VOTING POWER

NUMBER OF
SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 55405Y100

Page 8 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 Summit Investors I, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware
5 SOLE VOTING POWER

NUMBER OF
SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 55405Y100

Page 9 of 16 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Summit Investors I (UK), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 9,745,341 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares
SHARED DISPOSITIVE POWER

WITH

9 9,745,341 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,745,341 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

13G

CUSIP No. 55405Y100

Page 10 of 16 Pages

Item 1(a) Name of Issuer:

M/A-COM Technology Solutions Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

100 Chelmsford Street, Lowell, Massachusetts 01851

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Summit Partners, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. (individually an Entity and collectively the Entities).

Summit Partners, L.P. is (i) the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of each of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P., and (ii) the manager of Summit Investors Management, LLC, which is the managing member of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through a three-person Investment Committee currently composed of Bruce R. Evans, Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of these entities.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Summit Partners, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

CUSIP No. 55405Y100

Page 11 of 16 Pages

Item 2(e) Citizenship:

Each of Summit Partners, L.P., Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Summit Partners PE VII, LLC, Summit Investors Management, LLC and Summit Investors I, LLC is a limited liability company organized under the laws of the State of Delaware. Summit Investors I (UK), L.P. is a Cayman exempted limited partnership.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the Common Stock)

Item 2(e) CUSIP Number:

55405Y100

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

(a) *Amount beneficially owned:*

Each of Summit Partners, L.P., Summit Partners PE VII, LLC, Summit Partners PE VII, L.P., Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors Management, LLC, Summit Investors I, LLC and Summit Investors I (UK), L.P. may be deemed to own beneficially 9,745,341 shares of Common Stock as of December 31, 2012.

As of December 31, 2012, Summit Partners Private Equity Fund VII-A, L.P. was the record owner of 5,283,026 shares of Common Stock and 792,454 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2012. As of December 31, 2012, Summit Partners Private Equity Fund VII-B, L.P. was the record owner of 3,173,070 shares of Common Stock and 475,960 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2012. As of December 31, 2012, Summit Investors I, LLC was the record owner of 14,108 shares of Common Stock and 2,116 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2012. As of December 31, 2012, Summit Investors I (UK), L.P. was the record owner of 996 shares of Common Stock and 149 shares of Common Stock issuable upon the exercise of warrants exercisable within 60 days of December 31, 2012.

Amounts beneficially owned by the Entities also include 831 shares of Common Stock issued, and 2,631 shares of Common Stock issuable within 60 days of December 31, 2012, upon the vesting and settlement of restricted stock units granted to Peter Y. Chung. Mr. Chung received such restricted stock units as part of director compensation and holds the Common Stock and the restricted stock units for the benefit of Summit Partners, L.P., which determines when the shares will be sold and is entitled to the proceeds of any such sales.

The shares, warrants and restricted stock units held of record by each Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC, Summit Investors I (UK), L.P. and Mr. Chung, each for the benefit of Summit Partners, L.P. are referred to herein collectively as the Record Shares. By virtue of the affiliate relationships among the Entities, each Entity may be deemed to own beneficially all of the Record Shares.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of M/A-COM Technology Solutions Holdings, Inc., except for Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P., in each case, for the shares which it holds of record as provided in the prior paragraph.

(b) *Percent of class:*

Summit Partners, L.P.: 21.3%

Summit Partners PE VII, LLC: 21.3%

Summit Partners PE VII, L.P.: 21.3%

Summit Partners Private Equity Fund VII-A, L.P.: 21.3%

Summit Partners Private Equity Fund VII-B, L.P.: 21.3%

Summit Investors Management, LLC: 21.3%

Summit Investors I, LLC: 21.3%

Summit Investors I (UK), L.P.: 21.3%

The foregoing percentages are calculated using the 45,743,265 shares of Common Stock outstanding as disclosed in M/A-COM Technology Solutions Holdings, Inc.'s proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the Commission) on January 25, 2013, and assumes that 1,270,679 shares of Common Stock underlying warrants and 2,631 shares of Common Stock underlying restricted stock units, are outstanding.

CUSIP No. 55405Y100

Page 13 of 16 Pages

(c) *Number of shares as to which such person has:*

(i) sole power to vote or to direct the vote:

0 shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Partners, L.P.: 9,745,341

Summit Partners PE VII, LLC: 9,745,341

Summit Partners PE VII, L.P.: 9,745,341

Summit Partners Private Equity Fund VII-A, L.P.: 9,745,341

Summit Partners Private Equity Fund VII-B, L.P.: 9,745,341

Summit Investors Management, LLC: 9,745,341

Summit Investors I, LLC: 9,745,341

Summit Investors I (UK), L.P.: 9,745,341

(iii) sole power to dispose or to direct the disposition of:

0 shares of Common Stock for each reporting person

(iv) shared power to dispose or to direct the disposition of:

Summit Partners, L.P.: 9,745,341

Summit Partners PE VII, LLC: 9,745,341

Summit Partners PE VII, L.P.: 9,745,341

Summit Partners Private Equity Fund VII-A, L.P.: 9,745,341

Summit Partners Private Equity Fund VII-B, L.P.: 9,745,341

Summit Investors Management, LLC: 9,745,341

Summit Investors I, LLC: 9,745,341

Summit Investors I (UK), L.P.: 9,745,341

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

13G

CUSIP No. 55405Y100

Page 14 of 16 Pages

Item 8 **Identification and Classification of Members of the Group:**

Not Applicable. The reporting persons expressly disclaim membership in a group as used in Section 13d-1(b)(1)(ii)(K).

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certification:**

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 12, 2013.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PE VII, LLC

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PE VII, L.P.

By: Summit Partners PE VII, LLC,

its general partner

By: Summit Partners, L.P., its managing member

By: Summit Master Company, LLC, its general partner

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-A, L.P.

By: Summit Partners PE VII, L.P., its

general partner

By: Summit Partners PE VII, LLC,

its general partner

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-B, L.P.

By: Summit Partners PE VII, L.P., its

general partner

By: Summit Partners PE VII, LLC, its

general partner

SUMMIT INVESTORS

MANAGEMENT, LLC

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

Edgar Filing: M/A-COM Technology Solutions Holdings, Inc. - Form SC 13G

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: *
Member

By: *
Member

SUMMIT INVESTORS I, LLC

By: Summit Investors Management,

LLC, its manager

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: Member *

SUMMIT INVESTORS I (UK), L.P.

By: Summit Investors Management,

LLC, its manager

By: Summit Partners, L.P., its

managing member

By: Summit Master Company, LLC,

its general partner

By: Member *

* By: /s/ Robin W. Devereux
Robin W. Devereux

Power of Attorney**

* * Pursuant to Powers of Attorney attached hereto as Exhibit 2.

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of M/A-COM Technology Solutions Holdings, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 12th day of February 2013.

SUMMIT PARTNERS, L.P.

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT PARTNERS PE VII, L.P.

By: Summit Partners PE VII, LLC,
its general partner
By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT PARTNERS PE VII, LLC

By: Summit Partners, L.P.,
its managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-A, L.P.
By: Summit Partners PE VII, L.P., its
general partner
By: Summit Partners PE VII, LLC,
its general partner
By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT PARTNERS PRIVATE

EQUITY FUND VII-B, L.P.

By: Summit Partners PE VII, L.P., its
general partner

By: Summit Partners PE VII, LLC,
its general partner

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT INVESTORS I, LLC

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT INVESTORS

MANAGEMENT, LLC

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

SUMMIT INVESTORS I (UK),

L.P.

By: Summit Investors Management,
LLC, its manager

By: Summit Partners, L.P., its
managing member

By: Summit Master Company, LLC,
its general partner

By: Member *

* By: /s/ Robin W. Devereux
Robin W. Devereux

Power of Attorney**

** Pursuant to Powers of Attorney attached hereto as [Exhibit 2](#).

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robin W. Devereux his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself or herself individually or on behalf of each of any affiliate of Summit Partners, L.P. that is not a portfolio company, including without limitation those entities listed on the attached Exhibit A, on matters relating to:

- (a) Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), Rule 144 promulgated under the Securities Act of 1933, as amended (the 33 Act) and any and all regulations promulgated thereunder, including filings with the Securities and Exchange Commission pursuant thereto;
- (b) any written ballot or proxy with respect to any investment securities owned beneficially or of record by any such entities;
- (c) such filings required pursuant to the Internal Revenue Code of 1986, as amended, and any related regulations, pertaining to such entities
- (d) economic exhibits relating to such entities; and
- (e) the PATRIOT Act.

and to file the same, with all exhibits thereto, and any other documents in connection therewith, with, as applicable, (i) the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, and/or (ii) the Internal Revenue Service, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Said attorney-in-fact is entitled to amend Exhibit A from time to time to reflect additional affiliates of Summit Partners, L.P. that are not portfolio companies.

The undersigned hereby acknowledges that this Power of Attorney supercedes, revokes and terminates any power of attorney executed by the undersigned prior to the date hereof for the purposes listed above.

[Exhibit A and Signature Pages Follow]

Power of Attorney

Exhibit A

HKL I Partners	Summit Accelerator Management, LLC
HKL I, LLC	Summit Accelerator Management, L.P.
SD II Bennington Blocker Corp.	Summit Accelerator Partners, LLC
SD II Eyeglass Blocker Corp.	Summit Accelerator Partners, L.P.
SD II Eyeglass Holdings, L.P.	Summit Founders Fund II, L.P.
SD III-B Nomacorc Blocker Corp.	Summit Founders Fund, L.P.
SD III-B Nomacorc Holdings, L.P.	Summit GmbH & Co. Beteiligungs KG
SD III-B Tippmann Blocker Corp.	Summit Incentive Plan II, L.P.
SD III-B Tippmann Holdings, L.P.	Summit Incentive Plan, L.P.
SD III-B Tivoli Blocker Corp.	Summit Investment Holdings Trust
SD III-B Tivoli Holdings, L.P.	Summit Investment Holdings Trust II
SD III-B TUI Blocker Corp.	Summit Investors (SAF) IV, L.P.
SD III-B TUI Holdings, L.P.	Summit Investors Holdings Trust
SDIII-B Focus Blocker Corp.	Summit Investors I (UK), L.P.
SDIII-B Focus Holdings, L.P.	Summit Investors I, LLC
Shearson Summit Partners Management, L.P.	Summit Investors II, L.P.
SP (1984), L.P.	Summit Investors III, L.P.
SP PE VII-B Announce Blocker Corp.	Summit Investors Management, LLC
SP PE VII-B Announce Holdings, L.P.	Summit Investors VI, L.P.
SP PE VII-B Nomacorc Holdings, L.P.	Summit Investors, L.P.
SP VC II-B TMFS Blocker Corp.	Summit LogistiCare LLC
SP VC II-B TMFS Holdings, L.P.	Summit Master Company, LLC
Sparta Holding Corporation	Summit Partners III S.a.r.l.
SPPE VII-B Aurora Blocker Corp.	Summit Partners PE VII, LLC
SPPE VII-B Aurora Holdings, L.P.	Summit Partners PE VII, L.P.
SPPE VII-B CD Blocker Corp.	Summit Partners Blocker, Inc.
SPPE VII-B Champion Blocker Corp.	Summit Partners Europe Private Equity Fund, L.P.
SPPE VII-B Nomacorc Blocker Corp.	Summit Partners Europe, L.P.
SPPE VII-B SUN Blocker Corp.	Summit Partners Europe, LTD.
SPPE VII-B SUN Holdings, L.P.	Summit Partners F.F. Corp.
SPPE VII-B TUI Blocker Corp.	Summit Partners Holdings, L.P.
SPPE VII-B TUI Holdings, L.P.	Summit Partners II S.a.r.l.
SPVCII-B Anesthetix Blocker Corp.	Summit Partners II, L.P.
SPVCII-B LiveOffice Blocker Corp.	Summit Partners III, L.P.
Stamps, Woodsum & Co.	Summit Partners IV, L.P.
Stamps, Woodsum & Co. II	Summit Partners, LLC
Stamps, Woodsum & Co. III	Summit Partners Private Equity Fund VII-A, L.P.
Stamps, Woodsum & Co. IV	Summit Partners Private Equity Fund VII-B, L.P.
Summit Accelerator Founders Fund, L.P.	Summit Partners S.a.r.l.
Summit Accelerator Fund, L.P.	Summit Partners SD II, LLC

Power of Attorney

Exhibit A

Summit Partners SD III, L.P.
Summit Partners SD III, LLC
Summit Partners SD IV, LLC
Summit Partners SD IV, LP
Summit Partners SD IV-A, LP
Summit Partners SD IV-B, LP
Summit Partners SD, L.P.
Summit Partners V S.a.r.l.
Summit Partners V, L.P.
Summit Partners VC II LLC
Summit Partners VC II LP
Summit Partners Venture Capital Fund II-A, L.P.
Summit Partners Venture Capital Fund II-B, L.P.
Summit Partners VI (GP), L.P.
Summit Partners VI (GP), LLC
Summit Partners VI-A France
Summit Partners VI-A S.a.r.l.
Summit Partners VI-B France
Summit Partners VI-B S.a.r.l.
Summit Partners VII-A S.a.r.l.
Summit Partners VII-B S.a.r.l.
Summit Partners VIII S.a.r.l.
Summit Partners, L.P.
Summit Partners, LP Profit Sharing Plan and Trust
Summit Partners, LP Savings and Investment Plan
Summit Partners, Ltd.
Summit Retained Earnings, L.P.
Summit Subordinated Debt Fund II, L.P.
Summit Subordinated Debt Fund III-A, L.P.
Summit Subordinated Debt Fund III-B, L.P.
Summit Subordinated Debt Fund, L.P.
Summit TRI, L.P.
Summit UK Advisory LLC
Summit V Advisors Fund QP, L.P.
Summit V Advisors Fund, L.P.
Summit V Companion Fund, L.P.
Summit Ventures II, L.P.
Summit Ventures III, L.P.
Summit Ventures IV, L.P.
Summit Ventures V, L.P.
Summit Ventures VI-A, L.P.
Summit Ventures VI-B HCP Blocker Corp.
Summit Ventures VI-B HCP, L.P.
Summit Ventures VI-B, L.P.
Summit Ventures, L.P.
Summit Verwaltings GmbH
Summit VI Advisors Fund, L.P.
Summit VI Entrepreneurs Fund L.P.
Summit/CAM Holdings, LLC
Summit/Meditech LLC
Summit/Sun Holdings, LLC
SV Eurofund, C.V.
SV International, L.P.
SV VI -B Eyeglass Common Blocker Corp.
SV VI -B Eyeglass Preferred Blocker Corp.
SV VI B Tippmann Common Blocker Corp.
SV VI B Tippmann Preferred Blocker Corp.
SV VI Tippmann Holdings. L.P.
SV VI-B Aurora Blocker Corp.
SV VI-B Aurora Holdings, L.P.
SV VI-B Bennington Blocker Corp.
SV VI-B Bennington Holdings, L.P.
SV VI-B CAM Blocker Corp.
SV VI-B CAM Holdings, L.P.
SV VI-B CD Blocker Corp.
SV VI-B CD Holdings, L.P.
SV VI-B Commnet Common Blocker Corp.
SV VI-B Commnet Holdings, L.P.
SV VI-B Commnet Preferred Blocker Corp.
SV VI-B Eyeglass Holdings, L.P.
SV VI-B Focus Blocker Corp.
SV VI-B Focus Holdings, L.P.
SV VI-B LiteCure Blocker Corp.
SV VI-B LiteCure, L.P.
SV VI-B Tippmann Holdings. L.P.
SV VI-B Tivoli Blocker Corp.
SV VI-B Tivoli Holdings, LP
SWC Holdings CO.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/ Charles J. Fitzgerald
Charles J. Fitzgerald

State of California)

) ss:

County of San Mateo)

On this 18 day of August, 2008, before me personally came Charles J. Fitzgerald, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Elisa Leonhardt
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/ Walter G. Kortschak
Walter G. Kortschak

State of California)
) ss:
County of San Mateo)

On this 18 day of August, 2008, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Elisa Leonhardt
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 5th day of September, 2008.

/s/ Sotiris T. Lyritzis
Sotiris T. Lyritzis

Kingdom of England

)

) ss:

City of London

)

On this 5th day of September, 2008, before me personally came Sotiris T. Lyritzis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Edward Gardiner
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 12 day of August, 2008.

/s/ Harrison B. Miller
Harrison B. Miller

State of California)

) ss:

County of San Mateo)

On this 12 day of August, 2008, before me personally came Harrison B. Miller, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Lisa Franco
Notary Public

