

M/A-COM Technology Solutions Holdings, Inc.

Form S-8

February 19, 2016

As filed with the Securities and Exchange Commission on February 19, 2016

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

100 Chelmsford Street

27-0306875
(I.R.S. Employer

Identification Number)

Lowell, MA 01851

(Address of principal executive offices, including zip code)

**M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC. 2012 OMNIBUS INCENTIVE PLAN
M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC. 2012 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

John Croteau

Chief Executive Officer

M/A-COM Technology Solutions Holdings, Inc.

100 Chelmsford Street

Lowell, MA 01851

(978) 656-2500

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Marko Zatylny

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199-3600

(617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (4) | Proposed maximum aggregate offering price (4) | Amount of registration fee |
|----------------------------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------------------------|------------------------------------------------------|-----------------------------------|
| Common Stock, \$0.001 par value per share, under the: M/A-COM Technology Solutions Holdings, Inc. 2012 Omnibus Incentive Plan | 7,600,000(2) | \$34.50 | \$262,200,000 | \$26,403.54 |
| M/A-COM Technology Solutions Holdings, Inc. 2012 Employee Stock Purchase Plan (as amended and restated) | 2,200,000(3) | \$34.50 | \$75,900,000 | \$7,643.13 |
| Total | 9,800,000 | | | \$34,046.67 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares of the registrant's common stock that may become issuable under the 2012 Omnibus Incentive Plan (the 2012 Plan) and the 2012 Employee Stock Purchase Plan, as amended and restated (the 2012 ESPP), as a result of any future stock splits, stock dividends or similar adjustments of the registrant's outstanding common stock.
- (2) Represents shares of common stock reserved for future issuance under the 2012 Plan.
- (3) Represents shares of common stock reserved for future issuance under the 2012 ESPP.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h) and 457(c) under the Securities Act, based upon the average of the high and low prices of the Common Stock on February 12, 2016 (which is within five business days prior to the date of this filing), as reported on the NASDAQ Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 7,600,000 shares under the Registrant's 2012 Omnibus Incentive Plan and an additional 2,200,000 shares under the Registrant's 2012 Employee Stock Purchase Plan (as amended and restated). Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-180219) filed with the Securities and Exchange Commission on March 19, 2012.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Description of Document |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1 | M/A-COM Technology Solutions Holdings, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K filed on November 28, 2012) |
| 10.2 | M/A-COM Technology Solutions Holdings, Inc. 2012 Employee Stock Purchase Plan (as amended and restated) (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly report on Form 10-Q filed on February 2, 2015) |
| 5.1+ | Opinion of Ropes & Gray LLP regarding legality of the common stock being registered |
| 23.1+ | Consent of Deloitte & Touche LLP |
| 23.2+ | Consent of Ropes & Gray LLP (included in opinion filed as Exhibit 5.1) |
| 24.1+ | Power of Attorney (see signature page) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lowell, State of Massachusetts, on February 19, 2016.

M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

By: /s/ John Croteau
Name: John Croteau
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John Croteau and Robert McMullan, or any of them, as his or her attorneys-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 19, 2016.

| Signature | Title |
|----------------------------------------|---------------------------------------------------------------------------------------------------|
| /s/ John Croteau John Croteau | President, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Robert McMullan Robert McMullan | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ John Ocampo John Ocampo | Chairman of the Board |
| /s/ Stephen G. Daly Stephen G. Daly | Director |
| /s/ Peter Chung Peter Chung | Director |
| /s/ Gil Van Lunsen Gil Van Lunsen | Director |

EXHIBIT INDEX

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