

Motorola Solutions, Inc.
Form 3
August 26, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Silver Lake (Offshore) AIV GP IV, Ltd. | | (Month/Day/Year) | Motorola Solutions, Inc. [MSI] | |
| (Last) | (First) | (Middle) | | |
| C/O SILVER LAKE PARTNERS,Â 2775 SAND HILL ROAD, SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| MENLO PARK,Â CAÂ 94025 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|---|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|--------------------|-----------------|--------------|----------------------------|---------------------|---------------------------------------|---|
| 2.0% Convertible Senior Notes due 2020 <u>(1)</u> <u>(2)</u> <u>(3)</u> | Â <u>(5)(6)(7)</u> | Â <u>(8)</u> | Common Stock | 7,299,250 <u>(9)</u> | \$ 68.5 <u>(10)</u> | I | Held through SLP IV Mustang Holdings, L.P. <u>(11)</u> |
| 2.0% Convertible Senior Notes due 2020 <u>(1)</u> <u>(4)</u> | Â <u>(5)(6)(7)</u> | Â <u>(8)</u> | Common Stock | 7,299,250 <u>(9)</u> | \$ 68.5 <u>(10)</u> | I | Held through SLP IV Mustang Holdings II, L.P. <u>(12)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| SLP IV Mustang GP, L.L.C. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| SLP IV Mustang GP II, L.L.C. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| SLP IV Mustang Holdings, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| SLP IV Mustang Holdings II, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| Durban Egon C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |
| | Â X | Â | Â | Â |

Mondre Greg
 C/O SILVER LAKE PARTNERS
 9 WEST 57TH STREET, 32ND FLOOR
 NEW YORK, NY 10019

Signatures

| | |
|---|------------|
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP II, L.L.C. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C., general partner of SLP IV Mustang Holdings, L.P. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, Director, for Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP II, L.L.C., general partner of SLP IV Mustang Holdings II, L.P. | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Egon Durban | 08/26/2015 |
| __Signature of Reporting Person | Date |
| By: /s/ Greg Mondre | 08/26/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is filed on behalf of SLP IV Mustang Holdings, L.P. ("Mustang I"), SLP IV Mustang Holdings II, L.P. ("Mustang II"), SLP IV Mustang GP, L.L.C. ("Mustang LLC I"), SLP IV Mustang GP II, L.L.C. ("Mustang LLC II"), Silver Lake Technology Associates IV Cayman, L.P. ("SLTA") and Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP" and collectively with Mustang I, Mustang II, Mustang LLC I, Mustang LLC II, and SLTA, "Silver Lake"). Mustang LLC I is the sole general partner of Mustang I. Mustang LLC II is the sole general partner of Mustang II. SLTA is the sole member of each of Mustang LLC I and Mustang LLC II. AIV GP is the sole general partner of SLTA. Mr. Gregory Mondre and Mr. Egon Durban serve as members of the board of directors of Motorola Solutions, Inc. (the "Issuer"). Each of Mustang, Mustang II, Mustang LLC I, Mustang LLC II, SLTA and AIV GP may be deemed to be a director by deputization of the Issuer.
- (2) Mustang LLC I, as the sole general partner of Mustang I, SLTA, as the sole member of Mustang LLC I, and AIV GP, as the sole general partner of SLTA, may each be deemed to be the indirect beneficial owner of the securities directly owned by Mustang I under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each of Messrs. Durban and Mondre serve as a director of Mustang LLC I and Mr. Mondre serves as a director of AIV GP and each may be deemed

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to share voting and investment power with respect to the securities beneficially owned by Mustang I.

- (3) (Continued from footnote 2) However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that each of the Reporting Owners are beneficial owners of all securities covered by this filing, and each Reporting Owner (except for Mustang I) disclaims beneficial ownership of the securities held by Mustang I, except to the extent of such Reporting Owner's pecuniary interest therein, if any.

- (4) Mustang LLC II, as the sole general partner of Mustang II, SLTA, as the sole member of Mustang LLC II, and AIV GP, as the sole general partner of SLTA, may each be deemed to be the indirect beneficial owner of the securities directly owned by Mustang II under Rule 16a-1(a)(2) promulgated under the Exchange Act. Each of Messrs. Durban and Mondre serve as a director of Mustang LLC II and Mr. Mondre serves as a director of AIV GP and each may be deemed to share voting and investment power with respect to the securities beneficially owned by Mustang II. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that each of the Reporting Owners are beneficial owners of all securities covered by this filing, and each Reporting Owner (except for Mustang II) disclaims beneficial ownership of the securities held by Mustang II, except to the extent of such Reporting Owner's pecuniary interest therein, if any.

- (5) In accordance with an investment agreement, dated as of August 4, 2015, Mustang I and Mustang II are restricted from exercising the Issuer's 2.0% Convertible Senior Notes due 2020 (the "Convertible Notes") prior to the earlier of (i) the second anniversary of the date of issuance, (ii) such time as there is no director on the board of directors of the Issuer affiliated with any of Silver Lake and its affiliates (subject to certain exceptions) and (iii) in connection with or following a change of control of the Issuer, in each case, subject to certain exceptions described in footnotes (6) and (7) below.

- (6) Exceptions to conversion restrictions described in footnote (5) include, (A) satisfying obligations related to pledged Convertible Notes, (B) following the one-year anniversary of issuance, if at any time the average of the daily volume weighted average price of the Issuer's common stock ("Common Stock") has exceeded \$85 per share over ten consecutive trading days (at any time) the holders may convert up to 20% of the principal amount of the Convertible Notes, and

- (7) (Continued from footnote 6) (C) the holders may convert up to 50% of the principal amount of the Convertible Notes if the Issuer exercises its right to require that one director affiliated with any of Silver Lake and its affiliates resign from the board of directors of the Issuer after 18 months following the date of issuance if, at such time, Mustang I and/or Mustang II beneficially owns Convertible Notes which would, upon conversion, equal at least 75% of the Common Stock which would have been received upon a conversion of the Convertible Notes beneficially owned by Mustang I and/or Mustang II immediately following the issuance of the Convertible Notes.

- (8) The Convertible Notes mature on September 1, 2020, subject to earlier repurchase or conversion in accordance with their terms.

- (9) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of Common Stock or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 14.5985 shares of Common Stock (the "Conversion Rate"), and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of August 25, 2015, by and between the Issuer and the Bank of New York Mellon Trust Company, N.A., as trustee.

- (10) The initial Conversion Rate is equivalent to an initial conversion price of approximately \$68.50 per share of Common Stock.

- (11) These securities are directly held by Mustang I. See footnotes (2) and (3).

- (12) These securities are directly held by Mustang II. See footnote 4.

Â

Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.