

---

---

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

---

**FORM 8-K**

---

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 2, 2019

---

**ARRIS INTERNATIONAL PLC**  
(Exact Name of Registrant as Specified in Its Charter)

---

England and Wales  
(State of Incorporation)

001-37672  
(Commission File Number)

98-1241619  
(I.R.S. Employer Identification No.)

3871 Lakefield Drive  
Suwanee, Georgia  
(Address of principal executive offices)

30024  
(Zip Code)

Registrant's telephone number, including area code: (678) 473-2000

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act or Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

---

#### **Item 1.01. Entry into a Material Definitive Agreement**

As previously disclosed on November 8, 2018, CommScope Holding Company, Inc. (“**CommScope**”) and ARRIS International plc, a public limited company organized under the laws of England and Wales (the “**Company**” or “**ARRIS**”), entered into a bid conduct agreement (the “**Bid Conduct Agreement**”), pursuant to which CommScope has agreed to acquire all of the issued and to be issued ordinary shares, £0.01 nominal value per share, of ARRIS for \$31.75 per Ordinary Share pursuant to a court-sanctioned scheme of arrangement (the “**Transaction**”).

On January 2, 2019, CommScope and ARRIS entered into an amendment to the Bid Conduct Agreement (the “**Amendment**”), which provides that ARRIS restricted stock units that are issued to ARRIS employees after the date of the Bid Conduct Agreement and which remain outstanding as of immediately prior to the closing of the Transaction will be converted into CommScope restricted stock units at the closing of the Transaction in accordance with the Bid Conduct Agreement. However, CommScope retains the right to consent to any such issuance and retains the discretion to accelerate any restricted stock units so issued.

The foregoing description of the Amendment does not purport to be complete and is subject to, and is qualified in its entirety by, reference to the full text of the Amendment, which is filed herewith as Exhibit 2.1 and is incorporated herein by reference.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

[2.1 First Amendment to Bid Conduct Agreement, dated as of January 2, 2019, between ARRIS International plc and CommScope Holding Company, Inc.](#)

#### **Important Additional Information Regarding the Transaction Has Been Filed With The SEC**

In connection with the proposed Acquisition, the Company filed a definitive proxy statement and forms of proxy with the Securities and Exchange Commission (the “**SEC**”) on December 19, 2018, which has been mailed to the shareholders of the Company. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. Those documents, as well as the Company’s other public filings with the SEC, may be obtained without charge at the SEC’s website at [www.sec.gov](http://www.sec.gov) or at the Company’s website at <http://ir.arris.com>. Security holders and other interested parties will also be able to obtain, without charge, a copy of the proxy statement and other relevant documents by directing a request by mail to ARRIS Investor Relations, 3871 Lakefield Drive, Suwanee, GA 30024 or at <http://ir.arris.com>.

#### **Participants in the Solicitation**

The Company, its directors and certain of its executive officers may be considered participants in the solicitation of proxies in connection with the transactions contemplated by the proxy statement. Information about the directors and executive officers of ARRIS is set forth in its Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on March 1, 2018, and its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on March 23, 2018. Other information regarding potential participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the definitive proxy statement filed on December 19, 2018.

The Company is organized under the laws of England and Wales. Some of the officers and directors of the Company are residents of countries other than the United States. As a result, it may not be possible to sue the Company or such persons in a non-US court for violations of US securities laws. It may be difficult to compel the Company and its affiliates to subject themselves to the jurisdiction and judgment of a US court or for investors to enforce against them the judgments of US courts.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ARRIS INTERNATIONAL PLC**

By: /s/ Patrick W. Macken  
Patrick W. Macken  
Senior Vice President, General Counsel, and Secretary

Date: January 3, 2019

---

**FIRST AMENDMENT TO  
BID CONDUCT AGREEMENT**

**THIS FIRST AMENDMENT** (this “*Amendment*”) **TO BID CONDUCT AGREEMENT** is made and entered into as of this 2<sup>nd</sup> day of January, 2019, by and between CommScope Holding Company, Inc., a Delaware corporation (“*Buyer*”), and ARRIS International plc, a company incorporated in England and Wales (the “*Company*”). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the Bid Conduct Agreement (as defined below).

**WHEREAS**, Buyer and the Company are parties to that certain Bid Conduct Agreement dated as of November 8, 2018 (the “*Bid Conduct Agreement*”); and

**WHEREAS**, Buyer and the Company now wish to amend and modify the Bid Conduct Agreement with respect to the treatment of Company RSUs issued to employees of the Company or its Subsidiaries after the date of the Bid Conduct Agreement;

**NOW, THEREFORE**, for and in consideration of the premises and the mutual covenants and agreements set forth herein, and for other consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as described below and amend the Bid Conduct Agreement as follows:

1. *New Company RSUs*. Section 4.3(a) of the Bid Conduct Agreement is hereby amended by adding a new clause (vi) to read as follows:

(vi) For purposes hereof, “*New Company RSU*” means each Company RSU that is issued to an employee of the Company or any Subsidiary after the date of this Agreement and approved in writing by Buyer in accordance with Section 6.1 hereof. Notwithstanding any other provision of this Section 4.3(a), all New Company RSUs that are outstanding as of immediately prior to the Effective Time shall, automatically and without any required action on the part of the holder thereof, be treated as Assumed RSUs and converted and assumed or replaced by Buyer in accordance with Section 4.3(a)(ii) and remain subject to any service-based vesting conditions and other relevant payment terms and conditions. For clarity, Buyer shall retain the discretion under Section 4.3(a)(v) to treat all or some of such New Company RSUs as Accelerated RSUs rather than Assumed RSUs and to determine the manner in which such New Company RSUs will become Assumed RSUs.

2. *Conflicting Terms; Limitation of Amendment*. In the event of any conflict or inconsistency between the terms of this Amendment and the Bid Conduct Agreement, the terms of this Amendment shall control. Except as otherwise set forth herein, all terms and provisions of the Bid Conduct Agreement shall remain in full force and effect.

3. *Governing Law*. THIS AMENDMENT SHALL BE DEEMED TO BE MADE IN AND IN ALL RESPECTS SHALL BE INTERPRETED, CONSTRUED AND GOVERNED BY AND IN ACCORDANCE WITH THE LAW OF THE STATE OF DELAWARE WITHOUT REGARD TO THE CONFLICTS OF LAW PRINCIPLES THEREOF.

4. *Counterparts*. This Amendment may be executed in any number of counterparts and delivered via facsimile or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute one and the same agreement.

\*\*\*

---

**IN WITNESS WHEREOF**, this Amendment has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

COMMSCOPE HOLDING COMPANY, INC.

By: /s/ Frank B. Wyatt, II

Name: Frank B. Wyatt, II

Title: Senior Vice President, General Counsel & Secretary

ARRIS INTERNATIONAL PLC

By: /s/ Patrick Macken

Name: Patrick Macken

Title: SVP, General Counsel & Secretary

---