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COMMSCOPE INC
 Form 424B3
 November 05, 2004

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-116692

PROSPECTUS SUPPLEMENT NO. 1

(TO PROSPECTUS DATED OCTOBER 12, 2004)

COMMSCOPE, INC.

\$250,000,000 Principal Amount of 1.00% Convertible Senior Subordinated
 Debentures due 2024 and 11,494,250 Shares of Common Stock
 Issuable upon Conversion of the Debentures

This prospectus supplement no. 1 supplements and amends the prospectus dated October 12, 2004 relating to 1.00% Convertible Senior Subordinated Debentures due March 15, 2024 of CommScope, Inc., a Delaware corporation, held by certain securityholders who may offer for sale the debentures and the shares of our common stock into which the debentures are convertible at any time at market prices prevailing at the time of sale or at privately negotiated prices. The selling securityholders may sell the debentures or the common stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions.

The table below sets forth additional and updated information concerning beneficial ownership of the debentures and the common stock issuable upon conversion of the debentures and supplements and amends the table appearing under "Selling Securityholders" beginning on page 61 of the prospectus. To the extent that a selling securityholder is listed both in the table below and in the table appearing in the prospectus or in any prior prospectus supplement, the information set forth below regarding that selling securityholder supersedes the information in the prospectus and such prospectus supplement. We have prepared this table based on information given to us by the selling securityholder listed below prior to the date hereof.

SELLING SECURITYHOLDERS	PRINCIPAL AMOUNT OF DEBENTURES AT MATURITY		NUMBER OF SHARES OF COMMON STOCK		
	BENEFICIALLY OWNED AND OFFERED HEREBY	PERCENTAGE OF DEBENTURES OUTSTANDING	BENEFICIALLY OWNED (1)	OFFERED HEREBY	OWNED AND OFFERED
Advisory Convertible Arbitrage Fund (I) L.P.	3,100,000	1.2%	142,528	142,528	—
CSS, LLC	3,000,000	1.2%	137,931	137,931	—
D.E. Shaw Investment Group, L.L.C.	300,000	*	19,093	13,793	5,
D.E. Shaw Valence Portfolios, L.L.C.	1,700,000	*	115,860	78,160	37,
KBC Financial Products USA, Inc.	350,000	*	16,091	16,091	—

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Newport Alternative Income Fund	260,000	*	11,954	11,954	-
S.A.C. Arbitrage Fund, LLC	3,000,000	1.2%	253,981	137,931	116,
SG Americas Securities, LLC	5,000,000	2.0%	229,885	229,885	-
Silvercreek II Limited	760,000	*	34,942	34,942	-
Silvercreek Limited Partnership	980,000	*	45,057	45,057	-
UBS O'Connor LLC f/b/o O'Connor Global Convertible Portfolio	450,000	*	20,689	20,689	-
UBS O'Connor LLC f/b/o Nikko Global CB Fund	1,050,000	*	48,275	48,275	-
Wachovia Capital Markets LLC	8,421,000	3.4%	387,172	387,172	-

In addition, the table appearing under "Selling Securityholders" beginning on page 61 of the prospectus is hereby amended to delete the following:

S.A.C. Capital Associates, LLC	3,000,000	1.2%	177,031	137,931	39,1
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The prospectus, together with this prospectus supplement no. 1, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures. All references in the prospectus to "this prospectus" are hereby amended to read "this prospectus (as supplemented and amended)."

INVESTING IN THE DEBENTURES AND OUR COMMON STOCK INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 9 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROSPECTUS SUPPLEMENT IS NOVEMBER 5, 2004

.C. (including the form of Assumption Agreement to be entered into in connection with the merger, attached as an exhibit thereto). 2.2 Parent Company Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (including the form of Second Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC, to be entered into in connection with the merger, attached as an exhibit thereto). 2.3 Second Amended and Restated Limited Liability Company Agreement of GulfTerra Energy Company, L.L.C., adopted by GulfTerra GP Holding Company, a Delaware corporation, and Enterprise Products GTM, LLC, a Delaware limited liability company, as of December 15, 2003. 2.4 Purchase and Sale Agreement (Gas Plants), dated as of December 15, 2003, by and between El Paso Corporation, El Paso Field Services Management, Inc., El Paso Transmission, L.L.C., El Paso Field Services Holding Company and Enterprise Products Operating L.P. 99.1 Joint press release dated

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December 15, 2003. 3 SIGNATURES 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. EL PASO CORPORATION (Registrant) By: /s/ Jeffrey I. Beason ----- Jeffrey I. Beason Senior Vice President and Controller (Principal Accounting Officer) Date: December 15, 2003 4 EXHIBIT INDEX Exhibit No. Description ----- 2.1 Merger Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products Management LLC, GulfTerra Energy Partners, L.P. and GulfTerra Energy Company, L.L.C. (including the form of Assumption Agreement to be entered into in connection with the merger, attached as an exhibit thereto). 2.2 Parent Company Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (including the form of Second Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC, to be entered into in connection with the merger, attached as an exhibit thereto). 2.3 Second Amended and Restated Limited Liability Company Agreement of GulfTerra Energy Company, L.L.C., adopted by GulfTerra GP Holding Company, a Delaware corporation, and Enterprise Products GTM, LLC, a Delaware limited liability company, as of December 15, 2003. 2.4 Purchase and Sale Agreement (Gas Plants), dated as of December 15, 2003, by and between El Paso Corporation, El Paso Field Services Management, Inc., El Paso Transmission, L.L.C., El Paso Field Services Holding Company and Enterprise Products Operating L.P. 99.1 Joint press release dated December 15, 2003. 5