

Motorola Solutions, Inc.  
Form 4  
August 16, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**MARK KELLY S**

(Last) (First) (Middle)

**MOTOROLA SOLUTIONS,  
INC., 1303 E. ALGONQUIN ROAD**

(Street)

**SCHAUMBURG, IL 60196**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Motorola Solutions, Inc. [MSI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/14/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CVP, Strategy

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Motorola Solutions, Inc. - Common Stock	08/14/2013		A	1,732 A \$ 0	15,942.432	D	

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

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option - (Right to Buy)	\$ 57.71	08/14/2013		A	9,165	(1) 08/14/2023	Motorola Solutions, Inc. - Common Stock 9,165

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARK KELLY S MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			CVP, Strategy	

**Signatures**

Kristin L. Kruska, on behalf of Kelly S. Mark, Corporate Vice President, Strategy, Power of Attorney on file 08/16/2013

\*\*Signature of Reporting Person Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(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) These options vest in three equal annual installments beginning on August 14, 2014.

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. (AMID GP). The \$50 million cash consideration paid to Seller was reduced by (i) \$12.5 million, which is being held in escrow and available for contribution to the Issuer upon satisfaction of certain conditions, including the restructuring of some or all of the Issuer’s incentive distribution rights and the Subordinated Units, and (ii) all reasonable and documented expenses incurred by the Issuer and AMID GP in connection with the Purchase Agreement and the amendment and restatement of the Issuer’s existing credit facility and 50% of the reasonable and documented expenses incurred by the Issuer and AMID GP in connection with the Contribution Agreement and the Amended and Restated Partnership Agreement (as defined below). The cash consideration paid by

HPIP pursuant to the Purchase Agreement was funded by cash on hand.

The transactions contemplated by the Contribution Agreement and Purchase Agreement are collectively referred to as the Transactions. References to, and descriptions of, the Transactions, the Contribution Agreement and the Purchase Agreement throughout this Schedule 13D are qualified in their entirety by the Contribution Agreement and the Purchase Agreement, which are incorporated by reference into this Schedule 13D as set forth in Item 7 wherever such references and descriptions appear.

**Item 4. Purpose of Transaction.**

The purpose of the acquisition of the Covered Units is for investment. In connection with the Transactions, (i) Robert B. Hellman, Jr., Edward O. Diffendal and L. Kent Moore each resigned from, and (ii) Stephen W. Bergstrom, Daniel R. Revers, Jake F. Erhard and Lucius H. Taylor each were appointed to, the board of directors of AMID GP, and Matthew W. Rowland was appointed Chief Operating Officer of AMID GP.

Furthermore, effective as of April 15, 2013, (i) AMID GP entered into the Third Amended Limited Partnership Agreement of the Issuer (Amended and Restated Partnership Agreement) to, among other things, create and provide for the issuance of the Series A Units; and (ii) HPIP and Seller entered into the Second Amended and Restated Limited Liability Company Agreement of AMID GP (the Amended and Restated GP Agreement) to, among other things, reflect the acquisition by HPIP of 90% of the limited liability company interests of AMID GP, in connection with the Transactions.

References to, and descriptions of, the Series A Units, the Amended and Restated Partnership Agreement and the Amended and Restated GP Agreement throughout this Schedule 13D are qualified in their entirety by the Amended and Restated Partnership Agreement and the Amended and Restated GP Agreement, which are incorporated by reference into this Schedule 13D as set forth in Item 7 wherever such references and descriptions appear.

Although no Reporting Person has any specific plan or proposal to acquire, transfer or dispose of Units, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Units or other securities of the Issuer and transfer or dispose of any or all of its Units, depending in any case upon an ongoing evaluation of the Reporting Persons' investment in the Units, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations.

None of the Reporting Persons has made a determination regarding a maximum or minimum number of Units or other securities of the Issuer that it may hold at any point in time.

Also, consistent with their investment intent, a Reporting Person may engage in communications with, without limitation, one or more unitholders of the Issuer, one or more officers of the Issuers and/or one or more members of the board of directors of AMID GP regarding the Issuer, including but not limited to its operations. During the course of such communications, the Reporting Person may advocate or oppose one or more courses of action.

Except to the extent any of the foregoing matters described in Item 3 or this Item 4 may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

**Item 5. Interest in Securities of the Issuer.**

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for HPIP is incorporated herein by reference. The percentage amount set forth in Row 13 of the cover page for HPIP filed herewith is calculated based upon 4,645,453 of the Issuer's Common Units outstanding as of March 31, 2013 and a total of 9,668,923 Common Units issuable upon the conversion of all of the outstanding Subordinated Units and Series A Units owned by the Reporting Person.

(c) None.

(d) HPIP does not have any knowledge whether any other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Covered Units.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Other than as described in Items 2, 3, 4 and 5, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the Reporting Persons and any person with respect to any securities of the Issuer, including, without limitation, the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or any pledge or contingency, the occurrence of which would give another person voting or investment power over the securities of the I.

**Item 7. Material to be Filed as Exhibits.**

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

The Purchase Agreement, dated April 15, 2013, between HPIP and Seller is filed herewith as Exhibit 2.

The Contribution Agreement, dated April 15, 2013, between HPIP and the Issuer was filed by the Issuer as Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2013. Such exhibit is hereby incorporated herein by reference.

Explanation of Responses:

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The Amended and Restated Partnership Agreement, effective April 15, 2013, was filed by the Issuer as Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2013. Such exhibit is hereby incorporated herein by reference.

The Amended and Restated GP Agreement, effective April 15, 2013, was filed by the Issuer as Exhibit 3.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2013. Such exhibit is hereby incorporated herein by reference.

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: May 3, 2013

HIGH POINT INFRASTRUCTURE PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers

President

MAGNOLIA INFRASTRUCTURE PARTNERS, LLC

By: High Point Infrastructure Partners, LLC

Its Sole Member

/s/ Daniel R. Revers  
Daniel R. Revers

President

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

By: ArcLight PEF GP V, LLC

Its General Partner

By: ArcLight Capital Holdings, LLC

Its Manager

/s/ Daniel R. Revers  
Daniel R. Revers

Manager

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC

Its Manager

/s/ Daniel R. Revers  
Daniel R. Revers

Manager

ARCLIGHT CAPITAL HOLDINGS LLC

/s/ Daniel R. Revers  
Daniel R. Revers

Manager

/s/ Daniel R. Revers  
Daniel R. Revers

/s/ Robb E. Turner  
Robb E. Turner



**Officers and Managers of the Reporting Persons**

The name and occupation of the officers of HPIP are set forth below. The business address of each is 200 Clarendon Street, 55th Floor, Boston, Massachusetts 02117.

<b>Name</b>	<b>Principal Occupation</b>
Daniel R. Revers	President and Manager
John F. Erhard	Vice President and Manager
Lucius H. Taylor	Manager
Joseph W. Sutton	Manager
Matthew W. Rowland	Managing Director and Manager
Timothy Balaski	Managing Director
Christine Miller	Secretary

The name and occupation of the managing directors of ArcLight are set forth below. The business address of each is 200 Clarendon Street, 55th Floor, Boston, Massachusetts 02117.

<b>Directors</b>	<b>Principal Occupation</b>
Daniel R. Revers	Managing Director
Robb E. Turner	Managing Director
Kevin M. Crosby	Managing Director
John F. Erhard	Managing Director
Eric D. Lammers	Managing Director
Christopher J. Picotte	Managing Director
Mark A. Tarini	Managing Director
Carter A. Ward	Managing Director
Patricia R. Winton	Managing Director
John A. Tisdale	Managing Director
Thomas G. Kilgore	Managing Director