

Starent Networks, Corp.  
Form 4  
May 05, 2008

**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 \*  
**HIGHLAND MANAGEMENT PARTNERS V L P**

(Last) (First) (Middle)

**C/O HIGHLAND CAPITAL PARTNERS,, 92 HAYDEN AVENUE**

(Street)

**LEXINGTON, MA 02421**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol  
**Starent Networks, Corp. [STAR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/01/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 05/01/2008                           |                                                    | J <sup>(1)</sup>               | 2,118,000 D                                                       | \$ 0 4,694,238                                                                                | I                                                        | See footnote (2)                                      |
| Common Stock                    | 05/01/2008                           |                                                    | J <sup>(3)</sup>               | 546,000 D                                                         | \$ 0 1,210,128                                                                                | I                                                        | See footnote (4)                                      |
| Common Stock                    | 05/01/2008                           |                                                    | J <sup>(5)</sup>               | 26,640 A                                                          | \$ 0 26,640                                                                                   | D                                                        |                                                       |
| Common Stock                    | 05/05/2008                           |                                                    | J <sup>(6)</sup>               | 26,640 D                                                          | \$ 0 0                                                                                        | D                                                        |                                                       |

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer | Other |
| HIGHLAND MANAGEMENT PARTNERS V L P<br>C/O HIGHLAND CAPITAL PARTNERS,<br>92 HAYDEN AVENUE<br>LEXINGTON, MA 02421 |               | X         |         |       |

## Signatures

Highland Management Partners V Limited Partnership, By: Highland Management Partners V, Inc., its General Partner, By: /s/ Sean M. Dalton, Authorized Person

05/05/2008

\_\_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) Distribution of shares by Highland Capital Partners V, Limited Partnership for no consideration.
- (2) Represents securities held by Highland Capital Partners V, Limited Partnership.
- (3) Distribution of shares by Highland Capital Partners V-B, Limited Partnership for no consideration.
- (4) Represents securities held by Highland Capital Partners V-B, Limited Partnership.
- (5)

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Change from indirect to direct ownership upon a distribution of shares by each of Highland Capital Partners V, Limited Partnership and Highland Capital Partners V-B, Limited Partnership, which shares were previously reported as beneficially owned by Highland Management Partners V Limited Partnership.

(6) Distribution by Highland Management Partners V Limited Partnership for no consideration.

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.