

UTSTARCOM INC
Form S-8 POS
August 31, 2009

As filed with the Securities and Exchange Commission on August 31, 2009

Registration No. 333-120564

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

UTSTARCOM, INC.

(Exact name of Registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

52-1782500
(I.R.S. Employer
Identification Number)

UTSTARCOM, INC.

1275 Harbor Bay Parkway

Alameda, California 94502

(501) 864-8800

(Address of principal executive offices) (Zip Code)

1997 Stock Plan

(Full title of the plans)

Peter Blackmore

President and Chief Executive Officer

UTSTARCOM, INC.

1275 Harbor Bay Parkway

Alameda, California 94502

(510) 864-8800

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Carmen Chang, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

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Palo Alto, CA 94304

(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE*

| Title of Securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|--|--|-----------------------------------|
|---|--------------------------------|--|--|-----------------------------------|

* The Registration Fee was previously calculated and paid in connection with the filing of the Registration Statement on November 17, 2004 (File No. 333-120564).

No Exhibits are filed with this Post-Effective Amendment.

Explanatory Statement

On November 17, 2004, UTStarcom, Inc. (the Company) filed a Registration Statement on Form S-8 (File No. 333-120564) (the Registration Statement), which registered 4,181,061 shares of the Company s common stock, par value \$0.00125 per share (Common Stock), reserved for issuance under the Company s 1997 Stock Plan (the 1997 Plan).

All shares of Common Stock originally issuable under the 1997 Plan that were registered under the Registration Statement and that are otherwise available for issuance thereunder will now be issued pursuant to the Company s 2006 Equity Incentive Plan (such shares, the Deregistered Shares), and this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the Deregistered Shares. Accordingly, the Company hereby deregisters the Deregistered Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, State of California on August 31, 2009.

UTSTARCOM, INC.

By: /s/ Peter Blackmore
Peter Blackmore
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Peter Blackmore and Viraj J. Patel as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any amendments to the Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, and does hereby grant unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agent, or his substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE | TITLE | DATE |
|--|---|-----------------|
| /s/ PETER BLACKMORE Peter Blackmore | President and Chief Executive Officer and Director | August 31, 2009 |
| /s/ VIRAJ J. PATEL Viraj J. Patel | Interim Chief Financial Officer (Principal Financial and Accounting Officer) | August 31, 2009 |
| /s/ THOMAS J. TOY Thomas J. Toy | Chairman of the Board of Directors | August 31, 2009 |
| /s/ BRUCE J. RYAN Bruce J. Ryan | Director | August 25, 2009 |
| /s/ JEFF CLARKE Jeff Clarke | Director | August 31, 2009 |

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/s/ ALLEN LENZMEIER
Allen Lenzmeier

Director

August 26, 2009

/s/ HONG LIANG LU
Hong Liang Lu

Director

August 27, 2009