

UTSTARCOM INC  
Form S-8 POS  
August 31, 2009

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

Registration No. 333-108817

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1  
to

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**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)

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**1997 Stock Plan**

**2003 Nonstatutory Stock Option Plan**

**RollingStreams Systems, Ltd. 2001 Stock Plan**

(Full title of the plans)

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**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)

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**Copies to:**

**Carmen Chang, Esq.**

Wilson Sonsini Goodrich & Rosati

Professional Corporation

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650 Page Mill Road

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\***

<b>Title of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
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\* The Registration Fee was previously calculated and paid in connection with the filing of the Registration Statement on September 15, 2003 (File No. 333-108817).

No Exhibits are filed with this Post-Effective Amendment.

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**Explanatory Statement**

On September 15, 2003, UTStarcom, Inc. (the Company ) filed a Registration Statement on Form S-8 (File No. 333-108817) (the Registration Statement ), which registered (i) 1,500,000 shares of the Company s common stock, par value \$0.00125 per share ( Common Stock ), reserved for issuance under the Company s 2003 Nonstatutory Stock Option Plan (the 2003 Plan ), (ii) 4,372,112 shares of Common Stock reserved for issuance under the Company s 1997 Stock Plan (the 1997 Plan ), and (iii) 23,375 shares of Common Stock reserved for issuance under the RollingStreams Systems, Ltd. 2001 Stock Plan (the RollingStreams Plan ).

All shares of Common Stock originally issuable under the 2003 Plan and 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.

The shares of Common Stock registered for issuance under the RollingStreams Plan are not being deregistered and remain subject to issuance thereunder.

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