

ANDERSON EDWARD T  
Form 4  
December 22, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON EDWARD T

(Last) (First) (Middle)

C/O NORTH BRIDGE VENTURE  
PARTNERS, 950 WINTER  
STREET SUITE 4600

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/18/2009		D	98,502	D <u>(1)</u> 0	D	
Common Stock	12/18/2009		D	1,543,146	D <u>(2)</u> 0	I	See Footnote (3)
Common Stock	12/18/2009		D	728,215	D <u>(4)</u> 0	I	See Footnote (5)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
NQSO	\$ 16.55	12/18/2009		D	7,068	<u>(6)</u>	06/21/2017	Common Stock		7,068
NQSO	\$ 15.59	12/18/2009		D	20,000	<u>(7)</u>	05/22/2018	Common Stock		20,000
NQSO	\$ 19.07	12/18/2009		D	6,583	<u>(8)</u>	05/21/2019	Common Stock		6,583

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ANDERSON EDWARD T  
C/O NORTH BRIDGE VENTURE PARTNERS  
950 WINTER STREET SUITE 4600  
WALTHAM, MA 02451

X

## Signatures

/s/ Edward T.  
Anderson

12/22/2009

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) Disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. in exchange for a cash payment of \$3,447,570 (\$35.00 per share) on the effective date of the merger.
- (2) Disposed of pursuant to the merger agreement in exchange for a cash payment of \$54,010,110 (\$35.00 per share) on the effective date of the merger.

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Represents securities held of record by North Bridge Venture Partners IV-A, L.P., or NBVP IV-A. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P. which is the sole general partner of NBVP IV-A, has sole voting and

(3) dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

(4) Disposed of pursuant to the merger agreement in exchange for a cash payment of \$25,487,525 (\$35.00 per share) on the effective date of the merger.

Represents securities held of record by North Bridge Venture Partners IV-B, L.P., or NBVP IV-B. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P. which is the sole general partner of NBVP IV-B, has sole voting and

(5) dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

This option, which provided for vesting as to 20% of the underlying shares on June 21, 2008 and as to an additional 5% each quarter

(6) thereafter, was canceled in the merger in exchange for a cash payment of \$130,404.60, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 per share).

This option, which provided for vesting as to 20% of the underlying shares on May 22, 2009 and as to an additional 5% each quarter

(7) thereafter, was canceled in the merger in exchange for a cash payment of \$388,200, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 per share).

This option, which provided for vesting as to 100% of the underlying shares on May 21, 2010, was canceled in the merger in exchange

(8) for a cash payment of \$104,867.19, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 per share).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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