

Starent Networks, Corp.
Form 3
June 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â DAHOD ASHRAF

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/05/2007

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

President & CEO

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

C/O STARENT NETWORKS,
CORP.,Â 30 INTERNATIONAL
PLACE

(Street)

TEWKSBURY,Â MAÂ 01876

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,149,855 ⁽¹⁾

D

Â

Common Stock

23,012 ⁽²⁾

I

See Footnote ⁽³⁾

Common Stock

5,098,649 ⁽⁴⁾

I

See Footnote ⁽⁵⁾

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â <u>(6)</u>	07/26/2010	Common Stock	466,666	\$ 1.82	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	09/29/2016	Common Stock	466,666	\$ 1.65	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	04/13/2017	Common Stock	100,000	\$ 8.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAHOD ASHRAF C/O STARENT NETWORKS, CORP. 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876	Â X	Â X	Â President & CEO	Â

Signatures

/s/ Ashraf M.
Dahod

06/05/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes 668,374 shares of common stock issued upon the automatic conversion of shares of Series D Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

Consists of shares of common stock issued upon the automatic conversion of shares of Series C Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

Represents securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

Consists of shares of common stock issued upon the automatic conversion of shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

Represents securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

The option vests 25% on 1/1/06 and the remainder vests in 12 equal quarterly installments beginning on 4/1/06.

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(7) The option vests 25% on 9/29/07 and the remainder vests in 12 equal quarterly installments beginning on 12/29/07.

(8) The option vests 20% on 1/1/08 and the remainder vests in 16 equal quarterly installments beginning on 4/1/08.

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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