

Starent Networks, Corp.
Form 4
February 09, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATRIX PARTNERS VI LP ET AL

(Last) (First) (Middle)

1000 WINTER STREET, SUITE
4500

(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)

02/09/2009

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2009		J(1)		1,487,500	D	\$ 0 3,297,920
						I	By Matrix Partners VI, L.P. (2)
Common Stock	02/09/2009		J(1)		484,583	D	\$ 0 1,120,863
						I	By Matrix VI Parallel Partnership-A, L.P. (2)
Common Stock	02/09/2009		J(1)		149,918	D	\$ 0 397,472
						I	By Matrix VI Parallel Partnership-B, L.P. (2)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATRIX PARTNERS VI LP ET AL 1000 WINTER STREET, SUITE 4500 WALTHAM, MA 02451	X

Signatures

/s/ Timothy A. Barrows, Authorized Member of Matrix VI Management Co.,
L.L.C.

02/09/2009

__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).
- Effective 2/9/09, Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P., each
- (1) distributed, in-kind and without consideration, the disposed shares (as noted on Table I) of Starent Networks, Corp. to their respective partners on a pro rata basis.
- Represents securities held by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P., respectively as noted. Matrix VI Management Co., L.L.C. is the general partner of Matrix Partners, VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Timothy Barrows, as a Managing Member of Matrix VI Management Co., L.L.C., has sole voting and dispositive power with respect to the shares held by Matrix Partners, VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2)

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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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