

Starent Networks, Corp.
Form 3
October 22, 2009

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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CISCO SYSTEMS INC | | | (Month/Day/Year) | | Starent Networks, Corp. [STAR] | |
| (Last) | (First) | (Middle) | 10/12/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 170 WEST TASMAN DRIVE | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| SAN JOSE,Â CAÂ 95134 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 13,615,467 ⁽¹⁾ | I | See footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (1) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|---------|----------|-------------------|------------------|
| Stock Option (Right to Buy) | Â (3) | 06/20/2017 | Common Stock | 12,720 | \$ 16.55 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 05/21/2018 | Common Stock | 24,000 | \$ 15.59 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 07/25/2015 | Common Stock | 466,666 | \$ 1.82 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 12/13/2016 | Common Stock | 45,832 | \$ 5.13 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 03/18/2018 | Common Stock | 75,000 | \$ 12.97 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 04/12/2017 | Common Stock | 55,000 | \$ 8.25 | I | See footnote (2) |
| Stock Option (Right to Buy) | Â (3) | 09/28/2016 | Common Stock | 349,999 | \$ 1.65 | I | See footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CISCO SYSTEMS INC 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | Â | Â X | Â | Â |

Signatures

/s/ Frank A. Calderoni,
Executive Vice President &
Chief Financial Officer

10/22/2009

**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).

(1) Includes 62,502 shares beneficially owned by the Stockholders as of October 9, 2009 that are subject to repurchase by the Issuer.

The Reporting Person has entered into voting agreements (the "Voting Agreements"), dated October 12, 2009, with certain stockholders of the Issuer (the "Stockholders"), which provide the Reporting Person with a limited right to vote each of the 14,644,684 shares of the Issuer's common stock beneficially owned by the Stockholders and shares of the Issuer's common stock with respect to which the

(2) Stockholders thereafter acquire beneficial ownership in matters related to a proposed merger between the Issuer and a wholly-owned subsidiary of the Reporting Person. The Reporting Person expressly disclaims beneficial ownership of these shares. The form of Voting Agreement is incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K dated October 12, 2009 and filed by the Issuer with the Securities and Exchange Commission on October 14, 2009.

(3) Reflects shares issuable upon exercise of options exercisable within 60 days of October 9, 2009.

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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