

Starent Networks, Corp.  
Form 8-K  
December 17, 2009

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 16, 2009**

**STARENT NETWORKS, CORP.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-33511**  
**(Commission**

**File Number)**

**04-3527533**  
**(IRS Employer**

**Identification No.)**

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**30 International Place**

**Tewksbury, MA**  
(Address of Principal Executive Offices)

**01876**  
(Zip Code)

**Registrant's telephone number, including area code: (978) 851-1100**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On December 16, 2009, Starent Networks, Corp. ( Starent ) issued a press release announcing that the U.S. Department of Justice and Federal Trade Commission have terminated the mandatory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, with respect to the pending acquisition of Starent by Cisco Systems, Inc. ( Cisco ). With the receipt of this clearance the remaining regulatory approval requirements under the merger agreement between Starent and Cisco, providing for the acquisition of Starent by Cisco, have been satisfied.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

99.1 Press Release dated December 16, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STARENT NETWORKS, CORP.

Date: December 17, 2009

By:

/s/ JONATHAN M. MOULTON  
**Jonathan M. Moulton**  
**Vice President and General Counsel**

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                     |
|------------------------|--|
| 99.1                   | Press Release, dated December 16, 2009 |