

UTSTARCOM INC  
Form 8-K  
January 19, 2005

**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): **January 17, 2005**

**UTSTARCOM, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-29661**  
(Commission File Number)

**52-1782500**  
(I.R.S. Employer Identification No.)

**1275 Harbor Bay Parkway**  
**Alameda, California 94502**  
(Address of principal executive offices) (Zip code)

**(510) 864-8800**  
(Registrant's telephone number, including area code)

**N/A**  
(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective January 17, 2005, Jeff Clarke was appointed to serve as a Class III member of the board of directors of UTStarcom, Inc. (the Board). Mr. Clarke will also serve as a member of the audit committee of the Board.

In connection with his appointment to the Board, effective January 17, 2005 Mr. Clarke was granted an option to purchase 80,000 shares of common stock pursuant to the Company's 2001 Director Stock Option Plan at a price of \$16.96 per share. The shares subject to this option vest in equal installments of 25% per year on each of the first four anniversaries of the date of grant.

**Item 8.01 Other Events.**

On January 13, 2005, UTStarcom, Inc. issued a press release entitled "UTStarcom Names Jeff Clarke to Board of Directors." A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press release entitled "UTStarcom Names Jeff Clarke to Board of Directors," dated January 13, 2005.

**SIGNATURES**

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.

**UTSTARCOM, INC.**

Date: January 18, 2005

By: /s/ Michael J. Sophie  
Name: Michael J. Sophie  
Title: Senior Vice President of Finance and  
Chief Financial Officer