

UTSTARCOM INC  
Form DEFA14A  
December 02, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**UTSTARCOM, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

UTSTARCOM, INC.

December 2, 2010

Dear Stockholder,

You recently received proxy materials in connection with the 2010 Annual Meeting of Stockholders of **UTStarcom, Inc.** to be held on Monday, December 13, 2010 in Beijing, China and, according to our records, your **PROXY VOTE** for this Annual Meeting **HAS NOT YET BEEN RECEIVED**.

UTStarcom is asking stockholders to vote on Proposal 1: To Elect a Class I Director; Proposal 2: To Ratify and Approve the Appointment of an Independent Registered Public Accounting Firm; and Proposal 3: Other Matters. You should refer to the proxy materials previously mailed to you for additional information on these matters.

The Board of Directors unanimously recommends a **FOR** vote on the proposals referenced above.

In the past, your broker may have voted uninstructed shares on your behalf on routine proposals such as the Election of Directors. Due to amendments to NYSE Rule 452 and SEC rule changes effective January 1, 2010, the Election of Directors is now considered a non-routine proposal where brokers are no longer able to vote your shares on Proposal 1. If you do not vote your shares in the Election of Directors, they will remain un-voted.

Therefore, regardless of the number of shares you own, it is important that your vote is represented at the Annual Meeting. Your vote matters to us and we need your support.

*Please vote your shares of common stock now so that your vote can be counted without delay.* Voting is easy. You may use one of the options below to ensure that your vote is promptly recorded in time for the Annual Meeting:

- **VOTE BY TOUCH-TONE PHONE:** You may cast your vote by calling the toll-free number on the enclosed proxy voting form. Follow the instructions on your proxy card to cast your vote.

- **VOTE VIA THE INTERNET:** You may cast your vote by logging onto the Internet website identified on the enclosed proxy voting form and following the instructions on the screen.

- **VOTE BY MAIL:** You may cast your vote by mail by completing, signing, dating and mailing the enclosed proxy card in the postage-prepaid return envelope provided.

**YOUR PARTICIPATION IS IMPORTANT - PLEASE VOTE TODAY!**

We appreciate your support.

**IF YOU HAVE RECENTLY MAILED YOUR PROXY CARD OR CAST YOUR VOTE BY PHONE OR INTERNET, PLEASE  
ACCEPT OUR THANKS AND DISREGARD THIS REQUEST.**

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