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UTSTARCOM HOLDINGS CORP.

Form 3

January 31, 2014

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement UTSTARCOM HOLDINGS CORP. [UTSI] SHAH CAPITAL (Month/Day/Year) 11/30/2013 MANAGEMENT 4. Relationship of Reporting (Last) (First) (Middle) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 8601 SIX FORKS (Check all applicable) ROAD. SUITE 630 (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person RALEIGH. NCÂ 27615 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) $D^{(1)}$ Â Common Stock 311,333 Common Stock 7,543,496 Ι See Footnote (2) Common Stock 6,426,057 I See Footnote (3) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative

Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAH CAPITAL MANAGEMENT 8601 SIX FORKS ROAD

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SUITE 630 RALEIGH, NCÂ 27615

Signatures

Himanshu H. Shah

01/31/2014

**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).
- Represents shares held by Himanshu H. Shah directly. Mr. Shah is President of Shah Capital Management (SCM) and the Managing Member of Shah Capital Opportunity Fund LP (Fund) and holds a controlling percentage of the outstanding voting securities of both entities. As a result of his position with and ownership of these entities, he could be deemed the beneficiary of the shares beneficially owned by SCM and the Fund except to the extent of his pecuniary interest in such shares.
- Represents shares of common stock deemed to be owned beneficially by Shah Capital Management (SCM) solely as a result of its (2) discretionary power over such shares as investment adviser to its Separately Managed Account clients and Shah Capital Opportunity Fund LP (Fund).
- Represents shares of common stock owned by Shah Capital Opportunity Fund LP (Fund) which could be deemed to be owned (3) beneficially by Shah Capital Management (SCM) solely as a result of its discretionary power over such shares as investment adviser to the Fund and Shah Capital LLC as a General Partner

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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