

Starent Networks, Corp.
Form 3
June 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â HIGHLAND

MANAGEMENT PARTNERS V

L P

(Last)

(First)

(Middle)

C/O HIGHLAND CAPITAL
PARTNERS,,Â 92 HAYDEN
AVENUE

(Street)

LEXINGTON,Â MAÂ 02421

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/05/2007

3. Issuer Name **and** Ticker or Trading Symbol
Starent Networks, Corp. [STAR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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

6,812,238 ⁽¹⁾

I

See Footnote ⁽²⁾

Common Stock

1,756,128 ⁽¹⁾

I

See Footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGHLAND MANAGEMENT PARTNERS V L P C/O HIGHLAND CAPITAL PARTNERS, 92 HAYDEN AVENUE LEXINGTON, MA 02421 | ^ | ^ X | ^ | ^ |

Signatures

Highland Management Partners V Limited Partnership, By: Highland Management Partners V, Inc., its General Partner, By: /s/ Sean M. Dalton, Authorized Person

06/05/2007

____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) Consists of shares of common stock issued upon the automatic conversion of shares of Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E convertible Preferred Stock of the issuer. The preferred stock automatically converted upon the effectiveness of the Registration Statement on Form S-1 relating to the issuer's initial public offering.

(2) Represents securities held by Highland Capital Partners V Limited Partnership. Highland Management Partners V Limited Partnership, the sole general partner of Highland Capital Partners V, Limited Partnership, disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

(3) Represents securities held by Highland Capital Partners V-B Limited Partnership. Highland Management Partners V Limited Partnership, the sole general partner of Highland Capital Partners V-B Limited Partnership, disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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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