

UTSTARCOM INC
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

OMB APPROVAL

OMB Number: 3235-0145

Expires: October 31, 2002

Estimated average burden
hours per response. . . 14.9

UTSTARCOM, INC.

(Name of Issuer)

Common Stock, \$0.00125 par value per share

(Title of Class of Securities)

918076-10-0

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

// Rule 13d-1(b)

// Rule 13d-1(c)

/x/ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. _____

918076-10-0

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Ying Wu

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- (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) // (b) /x/

(3) Sec Use Only

(4) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each Reporting Person With: (5) Sole Voting Power

3,247,730

(6) Shared Voting Power

1,806,114

(7) Sole Dispositive Power

3,247,730

(8) Shared Dispositive Power

1,806,114

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

5,053,844 shares

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) //

Mr. Wu disclaims beneficial ownership of all of the shares held by Wu Partners, a California Limited Partnership (1,755,500 shares), except to the extent of his partnership interest therein. Mr. Wu also disclaims beneficial ownership of all of the shares held by Richard Wu (25,307 shares) and Ashley Wu (25,307 shares).

(11) Percent of Class Represented by Amount in Row (9)

4.6%

(12) Type of Reporting Person (See Instructions)

IN

ITEM 1.

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- (a) Name of Issuer

UTSTARCOM, INC.

- (b) Address of Issuer's Principal Executive Offices

1275 Harbor Bay Parkway, Suite 100
Alameda, CA 94502

ITEM 2.

- (a) Name of Person Filing

Ying Wu

- (b) Address of Principal Business Office or, if none, Residence

7 Carla Court
Holmdel, NJ 07733-1248

- (c) Citizenship

USA

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

918076-10-0

ITEM 3. Not applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

5,053,844

- (b) Percent of class:

4.6%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

3,247,730

- (ii) Shared power to vote or to direct the vote

1,806,114

(iii) Sole power to dispose or to direct the disposition of

3,247,730

(iv) Shared power to dispose or to direct the disposition of

1,806,114

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS /x/

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002

Date

/s/ Ying Wu

Signature

Ying Wu

Name/Title

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SIGNATURE