

UTSTARCOM INC  
Form 8-K  
November 12, 2008

## **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):** November 6, 2008

## **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**

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(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 2.02 Results of Operations and Financial Condition.**

On November 6, 2008, UTStarcom, Inc. (the Company ) issued a press release entitled UTStarcom Releases Financial Results for the Third Quarter of 2008. A copy of the press release is furnished as Exhibit 99.1 to this report. In the furnished press release, the reconciliation tables for GAAP gross margin to pro forma non-GAAP gross margin and for GAAP operating loss to pro forma non-GAAP operating loss each include corrected information in the column for Q4 2007.

On November 6, 2008, the Company held a conference call to discuss its financial results for the third quarter of 2008. A copy of the transcript of the conference call is furnished as Exhibit 99.2 to this report. In the furnished transcript, the tax expense for the third quarter of 2008 and the percentage year-over year decline in the PAS infrastructure revenues, which were inadvertently reported inaccurately during the conference call, have been corrected.

The information in this Item 2.02, including the exhibits hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section. In addition, the information in this report shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporating language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished pursuant to Item 2.02:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release dated November 6, 2008                         |
| 99.2        | Transcript of Earnings Conference Call held November 6, 2008 |

**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: November 12, 2008

|        |                                 |
|--------|---------------------------------|
| By:    | /s/ Viraj Patel                 |
| Name:  | Viraj Patel                     |
| Title: | Interim Chief Financial Officer |

**Exhibit List**

| Exhibit No. | Description  |
|-------------|--|
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