

Edgar Filing: UTSTARCOM INC - Form SC 13G/A

UTSTARCOM INC
Form SC 13G/A
March 28, 2007

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2) *

UTSTARCOM, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.00125 PER SHARE

(Title of Class of Securities)

918076100

(CUSIP Number)

DECEMBER 31, 2006

(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)
 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 disclosures provided in a prior cover page.

The information required on 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).

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only).

SOFTBANK AMERICA INC.

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power

-0-

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 Shared Voting Power

14,651,630

7 Sole Dispositive Power

-0-

8 Shared Dispositive Power

14,651,630

9 Aggregate Amount Beneficially Owned By Each Reporting Person

14,651,630

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

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

12.1% (1)

12 Type of Reporting Person

CO

(1) Based on 120,839,532 shares of common stock outstanding as reported by
UTStarcom, Inc. on its Quarterly Report on Form 10-Q filed with the
Securities and Exchange Commission (the "SEC") on August 9, 2006.

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
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SOFTBANK HOLDINGS INC.

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power

-0-

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 Shared Voting Power

14,651,630 (2)

7 Sole Dispositive Power

-0-

8 Shared Dispositive Power

14,651,630 (2)

9 Aggregate Amount Beneficially Owned By Each Reporting Person

14,651,630 (2)

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

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

12.1% (3)

12 Type of Reporting Person

HC

(2) This figure includes 14,651,630 shares of common stock beneficially owned as the controlling shareholder of SOFTBANK America Inc. which holds the shares directly.

(3) Based on 120,839,532 shares of common stock outstanding as reported by UTStarcom, Inc. on its Quarterly Report on Form 10-Q filed with the SEC on August 9, 2006.

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

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(Entities Only).

SOFTBANK CORP.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

JAPAN

5 Sole Voting Power

-0-

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 Shared Voting Power

14,651,630 (4)

7 Sole Dispositive Power

-0-

8 Shared Dispositive Power

14,651,630 (4)

9 Aggregate Amount Beneficially Owned By Each Reporting Person

14,651,630 (4)

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

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

12.1% (5)

12 Type of Reporting Person

HC

(4) This figure includes 14,651,630 shares of common stock held directly by SOFTBANK America Inc., the controlling shareholder of which is SOFTBANK Holdings Inc., the controlling shareholder of which is SOFTBANK Corp.

(5) Based on 120,839,532 shares of common stock outstanding as reported by UTStarcom, Inc. on its Quarterly Report on Form 10-Q filed with the SEC on August 9, 2006.

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ITEM 1 (A) NAME OF ISSUER:

UTStarcom, Inc.

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ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
1275 Harbor Bay Parkway, Alameda, CA 94502 USA

ITEM 2(A) NAME OF PERSON FILING:
SOFTBANK America Inc., a Delaware corporation ("SOFTBANK America"), SOFTBANK Holdings Inc., a Delaware corporation ("SOFTBANK Holdings"), and SOFTBANK Corp., a Japanese corporation ("SOFTBANK" and, together with SOFTBANK America and SOFTBANK Holdings, the "Reporting Persons"). The Reporting Persons are making this single, joint filing pursuant to Rule 13d-1(k) because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

ITEMS 2(B), (C) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE; CITIZENSHIP OF REPORTING PERSONS
The principal business address of SOFTBANK America is Nemours Building, Suite 1461 1007 Orange Street, Wilmington, DE 19801. SOFTBANK America is a Delaware corporation.
The principal business address of SOFTBANK Holdings is Nemours Building, Suite 1461 1007 Orange Street, Wilmington, DE 19801. SOFTBANK Holdings is a Delaware corporation.
The principal business address of SOFTBANK is Tokyo Shiodome Bldg., 1-9-1, Higashi-shimbashi, Minato-ku, Tokyo 105-7303. SOFTBANK is a Japanese corporation.

ITEM 2(D) TITLE OF CLASS OF SECURITIES:
Common Stock, par value \$0.00125 per share

ITEM 2(E) CUSIP NUMBER:
918076100

ITEM 3. STATEMENT FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C):
Not applicable.

ITEM 4. OWNERSHIP
SOFTBANK America is a wholly-owned subsidiary of SOFTBANK Holdings; accordingly, securities owned by SOFTBANK America may be regarded as being beneficially owned by SOFTBANK Holdings. SOFTBANK Holdings is a wholly-owned subsidiary of SOFTBANK; accordingly, securities owned by SOFTBANK Holdings may be regarded as being beneficially owned by SOFTBANK.
The percentage of outstanding shares of common stock of UTStarcom, Inc. (the "Company") reported herein as beneficially owned by SOFTBANK America, SOFTBANK Holdings and SOFTBANK is based upon 120,839,532 shares

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of common stock outstanding as reported by the Company on its Quarterly Report on Form 10-Q filed with the SEC on August 9, 2006.

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As of the date of the filing of this statement, SOFTBANK America beneficially owns, and SOFTBANK Holdings and SOFTBANK may be deemed to beneficially own through SOFTBANK America, a total of 14,651,630 shares of common stock of the Company, or 12.1% of the outstanding common stock of the Company.

(a) Amount Beneficially Owned:

SOFTBANK	14,651,630
SOFTBANK America	14,651,630
SOFTBANK Holdings	14,651,630

(b) Percent of Class:

SOFTBANK	12.1%
SOFTBANK America	12.1%
SOFTBANK Holdings	12.1%

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

(i) sole power to vote or direct the vote:

SOFTBANK	-0-
SOFTBANK America	-0-
SOFTBANK Holdings	-0-

(ii) shared power to vote or direct the vote:

SOFTBANK	14,651,630
SOFTBANK America	14,651,630
SOFTBANK Holdings	14,651,630

(iii) sole power to dispose or to direct the disposition of:

SOFTBANK	-0-
SOFTBANK America	-0-
SOFTBANK Holdings	-0-

(iv) shared power to dispose or to direct the disposition of:

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SOFTBANK	14,651,630
SOFTBANK America	14,651,630
SOFTBANK Holdings	14,651,630

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box:

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

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF 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

The Reporting Persons may be deemed to be a "group" for purposes of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS

Not applicable.

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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. In addition, by signing below, the undersigned agrees that this Amendment No. 2 on Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: March 23, 2007

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SOFTBANK CORP.

By: /s/ Steven J. Murray

Name: Steven J. Murray
Title: Attorney-in-Fact

SOFTBANK AMERICA INC.

By: /s/ Francis B. Jacobs II

Name: Francis B. Jacobs II
Title: Vice President

SOFTBANK HOLDINGS INC.

By: /s/ Francis B. Jacobs II

Name: Francis B. Jacobs II
Title: Vice President