

Starent Networks, Corp.
Form 3
June 05, 2007

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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BARROWS TIMOTHY A</p> <p>(Last) (First) (Middle)</p> <p>C/O MATRIX PARTNERS, BAY COLONY CORP CTR,Â 1000 WINTER STREET, SUITE 4500</p> <p>(Street)</p> <p>WALTHAM,Â MAÂ 02451</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/05/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Starent Networks, Corp. [STAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

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 | 66,666 | D | Â |
| Common Stock | 6,272,920 ⁽¹⁾ | I | See Footnote ⁽²⁾ |
| Common Stock | 2,092,730 ⁽¹⁾ | I | See Footnote ⁽³⁾ |
| Common Stock | 701,089 ⁽¹⁾ | I | See Footnote ⁽⁴⁾ |
| Common Stock | 1,475,977 ⁽¹⁾ | I | See Footnote ⁽⁵⁾ |

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

SEC 1473 (7-02)

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

| 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 |
| BARROWS TIMOTHY A C/O MATRIX PARTNERS, BAY COLONY CORP CTR 1000 WINTER STREET, SUITE 4500 WALTHAM, MA 02451 | X | X | X | X |

Signatures

/s/ Timothy A. Barrows 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 A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.
 - (2) Represents securities held by Matrix Partners VI, LP. Matrix VI Management Co., L.L.C. ("Matrix VI LLC") is the general partner of Matrix Partners VI, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (3) Represents securities held by Matrix VI Parallel Partnership-A, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-A, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (4) Represents securities held by Matrix VI Parallel Partnership-B, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-B, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (5) Represents securities held by Weston & Co. VI LLC. Mr. Barrows is authorized by the sole member of Weston & Co. VI LLC to take any action as directed by the underlying beneficial owners with respect to the shares held by this entity. Mr. Barrows disclaims beneficial ownership of such shares, except for those shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows has sole voting and/or investment control over only said shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows does not have sole or shared voting and/or investment control with respect to the other shares held by Weston & Co. VI LLC.

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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