

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)

1. Name and Address of Reporting Person *

Â DALTON SEAN M
(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 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)
 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⁾ |
| Common Stock | 1,080,692 ⁽¹⁾ | I | See Footnote ⁽⁴⁾ |

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 <small>(Month/Day/Year)</small> | 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 | | |
| Stock Option (Right to Buy) | Â (5) | 12/14/2016 | Common Stock | 66,666 | \$ 5.13 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DALTON SEAN M C/O HIGHLAND CAPITAL PARTNERS, 92 HAYDEN AVENUE LEXINGTON, MA 02421 | Â X | Â | Â | Â |

Signatures

/s/ Sean M. 06/05/2007
Dalton

**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, an affiliate of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (3) Represents securities held by Highland Capital Partners V-B Limited Partnership, an affiliate of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (4) Represents securities held by Highland Entrepreneurs' Fund V Limited Partnership, an affiliate of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (5) This option vests as to 25% of the shares on December 14, 2007, and an additional 6.25% of the shares vest at the end of each three-month period thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.