

Starent Networks, Corp.  
Form 8-K  
January 29, 2009

**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): January 29, 2009**

**STARENT NETWORKS, CORP.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-33511**  
**(Commission File Number)**

**04-3527533**  
**(IRS Employer**

**Identification No.)**

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**30 International Place**

**Tewksbury, MA**  
**(Address of Principal Executive Offices)**

**01876**  
**(Zip Code)**

**Registrant's telephone number, including area code: (978) 851-1100**

**(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):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition**

On January 29, 2009, Starent Networks, Corp. announced its financial results for the quarter and full year ended December 31, 2008. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 7.01. Regulation FD Disclosure**

Starent Networks will discuss its financial results for the quarter and full year ended December 31, 2008 and its outlook for full year 2009 in a conference call that will be broadcast on the Internet at 5:00 p.m., Eastern Time, on January 29, 2009. Investors can access the call at <http://ir.starentnetworks.com>. An archived version of the webcast will be available until March 31, 2009 on Starent Networks website.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit relating to Item 2.02 shall be deemed to be furnished and not filed:

- 99.1 Press Release dated January 29, 2009, entitled Starent Networks, Corp. Reports Fourth Quarter and Full Year 2008 Financial Results

SIGNATURE

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.

STARENT NETWORKS, CORP.

Date: January 29, 2009

By: /s/ Jonathan M. Moulton  
Jonathan M. Moulton  
Vice President and General Counsel

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 29, 2009, entitled Starent Networks, Corp. Reports Fourth Quarter and Full Year 2008 Financial Results