

UTSTARCOM HOLDINGS CORP.  
Form 4/A  
January 23, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
SHAH CAPITAL MANAGEMENT

2. Issuer Name and Ticker or Trading Symbol  
UTSTARCOM HOLDINGS CORP.  
[UTSI]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
8601 SIX FORKS ROAD, SUITE 630  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2014

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

RALEIGH, NC 27615

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/22/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 7,543,496   | I  | See Footnote 1 (1)                |
| Common Stock                    |                                      |  |                                |   | 311,333   | D (2)  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,426,057   | I  | See Footnote 3 (3)                |

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

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.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHAH CAPITAL MANAGEMENT<br>8601 SIX FORKS ROAD<br>SUITE 630<br>RALEIGH, NC 27615 |               | X         |         |       |

## Signatures

Himanshu H. Shah 01/23/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Represents shares of common stock deemed to be owned beneficially by Shah Capital Management (SCM) solely as a result of its discretionary power over such shares as investment adviser to its separately managed account clients and Shah Capital Opportunity Fund LP (Fund). Reason for amending this footnote is to add "and Shah Capital Opportunity Fund LP (Fund)" and "Common Stock" under Title of Security
- Reason for this footnote is to add "Common Stock" under Title of Security and provide a description of the holding as follows:  
"Represents shares held by Himanshu H. Shah directly. Mr. Shah is President of SCM and the Managing Member of Shah Capital Opportunity Fund LP (Fund) and holds a controlling percentage of the outstanding voting securities of both entities. As a result of his position with and ownership of these entities, he could be deemed the beneficiary of the shares beneficially owned by SCM and the Fund except to the extent of his pecuniary interest in such shares."
- (2)

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(3) Reason for this footnote is to amend "UTstarcom Holdings Corp" in the previous filing and add "Common Stock" under Title of Security

**Remarks:**

Form 4 is being amended to attach the following:

The joint filing agreement of Shah Capital Management, Shah Capital Opportunity Fund LP and Himanshu H. Shah is attached

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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